

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
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Website : www.balajitelefilms.com • Email- investor@balajitelefilms.com
CIN No.: L99999MH1994PLC082802



January 27, 2025

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: Minutes of the 1st Extra Ordinary General Meeting (EGM) for FY 2024-25 of Balaji Telefilms Limited

Dear Sir/Madam,

Please find attached Minutes of the 1st Extra Ordinary General Meeting of Balaji Telefilms Limited ("the Company") held on Saturday, January 11, 2025. The voting results along with the Scrutinizer's Report was submitted by the Company vide our earlier letter dated on January 11, 2025.

Kindly take the same on record.

Yours truly,

For Balaji Telefilms Limited

Tannu Sharma

Company Secretary and Compliance Officer
Membership No - ACS30622

Encl: - a/a

MINUTES OF THE 1st EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BALAJI TELEFILMS LIMITED HELD ON SATURDAY, JANUARY 11, 2025 AT 04:30 PM IST (INDIAN STANDARD TIME) THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS AT C-13, BALAJI HOUSE, DALIA INDUSTRIAL ESTATE, OPP. LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, ANDHERI (WEST), MUMBAI - 400053, MAHARASHTRA, DEEMED VENUE FOR THE MEETING

DIRECTORS PRESENT THROUGH VIDEO CONFERENCE:

Mr. Jeetendra Kapoor (<i>participated from Mumbai</i>)	Non-Executive Chairman and as a Member of the Company. Also, as the Chairman of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company
Mrs. Shobha Kapoor (<i>participated from Mumbai</i>)	Managing Director and as a Member of the Company Also, as the Chairperson of Risk Management Committee of the Company
Ms. Ektaa R. Kapoor (<i>participated from Jaipur</i>)	Joint Managing Director and as a Member of the Company
Mr. Ashutosh Khanna (<i>participated from Gurugram</i>)	Independent Director of the Company. Also, as the Chairman of the Audit Committee & Nomination and Remuneration Committee of the Company
Mr. Arun Kumar Purwar (<i>participated from Mumbai</i>)	Independent Director and as a Member of the Company

KEY MANAGERIAL PERSONNEL PRESENT THROUGH VIDEO CONFERENCING:

Mr. Sanjay Dwivedi	Group Chief Executive Officer & Group Chief Financial Officer (also a Member of the Company)
Ms. Tannu Sharma	Company Secretary and Compliance Officer of the Company

1. Authorized Representatives of Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company and Mr. Vijay Yadav, Partner of AVS & Associates, Company Secretaries, Scrutinizer and Secretarial Auditor of the Company joined the meeting through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) by invitation.
2. In aggregate, 65 Members joined through VC/OAVM. The quorum was present throughout the meeting.
3. Mr. Jeetendra Kapoor presided over the meeting.

4. The following documents and Registers were made available for inspection to the Members electronically:
 - i. Notice convening the 1st Extra Ordinary General Meeting along with the corrigendum issued on January 06, 2025 (“EGM”);
 - ii. The Register of Directors and Key Managerial Personnel and their shareholding;
 - iii. The Memorandum and Articles of Association (MOA/AOA) of the Company;
 - iv. Certificate(s) issued by Practicing Company Secretaries in compliance with the provisions of Chapter V of SEBI Issue of Capital and Disclosure Requirements) Regulations, 2018

The meeting commenced at 04.30 P.M. (IST). Ms. Tannu Sharma, Company Secretary and Compliance Officer requested Mr. Jeetendra Kapoor, Chairman of the Company, to commence the meeting.

5. The Chairman of the Company welcomed the Members to the 1st EGM. The Members were informed that the EGM was conducted through VC in accordance with relevant guidelines and directions issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange of Board of India (“SEBI”). Further, as the requisite quorum was present, the meeting was called to order by the Chairman.
6. Ms. Tannu Sharma apprised the Members that the Company had taken all necessary steps to enable & ensure effective participation and voting by the shareholders of the Company, that the meeting is being recorded and the recorded proceedings of the meeting would be hosted on the website of the Company. All attending shareholders were put on mute for smooth & seamless proceedings of the meeting.
7. Ms. Sharma requested the Board Members who joined meeting through VC/OAVM to introduce themselves. All Directors introduced themselves to the Members and confirmed their respective locations. She then informed that Ms. Jyoti Deshpande and Ms. Priyanka Chaudhary, Non- Executive Directors, and Mr. Rohit Jain, Mr. Avijit Mukerji and Ms. Archana Hingorani, Independent Directors, had expressed their inability to attend the meeting.
8. In addition to the Board Members, Mr. Sanjay Dwivedi, Group CEO and Group CFO, attended the meeting from Mumbai.

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

Thereafter, she apprised the Members that since the meeting is being held through VC/OAVM, there was no requirement to appoint proxies. Further, the Members were informed that the Statutory Registers, Memorandum and Articles of Association of the Company (MOA/AOA) and Certificates issued by Practicing Company Secretaries in compliance with the provisions of Chapter V of SEBI Issue of Capital and Disclosure Requirements) Regulations, 2018 were kept open for inspection during the meeting.

9. Ms. Sharma stated that as per the relevant circulars issued by MCA and SEBI, the EGM Notice was sent only in electronic mode to Members whose e-mail addresses were registered with the Company, Kfin Technologies Limited or the Depository Participant(s). Further, Members were informed that the Company had provided the facility of e-voting through remote e-voting and e-voting during the EGM using InstaPoll facility.

Ms. Tannu Sharma then requested the Chairman to address the shareholders. The Chairman addressed the shareholders by delivering a part of chairman’s speech and then requested Mr. Sanjay Dwivedi to apprise the Members about Company’s developments over last few months on his behalf, and also the proposed fund raise. Mr. Sanjay Dwivedi briefly spoke about the overall financial performance on consolidated basis and informed the shareholders about movie releases this year as well as those that are currently in production.

Mr. Dwivedi also spoke about a key development regarding proposed Scheme of Arrangement stating that the Company has received No Objection Certificate from both

the Exchanges (NSE and BSE) on the Scheme of Arrangement between ALT Digital Media Entertainment Limited and Marinating Films Private Limited with Balaji Telefilms Limited and the Company is in the process of filing of application with National Company Law Tribunal (NCLT). The Members were informed that this strategic move aims to streamline operations, enhance efficiency, and create a stronger financial foundation. The Management believes that this Merger will drive significant value for our shareholders and position us for a long-term success.

Mr. Dwivedi apprised the shareholders that the Company is raising an amount of Rs 130.68 Crores by issuing 1.78 Crores equity shares at a price of 73.17/- per equity share on preferential basis to the Proposed Allottees, which includes promoters and certain persons/entities belonging to Non-Promoter category. The Promoter and foreign investors, who are the proposed allottees, are also the existing shareholders of the Company, and the further funds being infused by them evidence their confidence in the Company. The Members were informed that the proposed issue will help in scaling up current movie business; start music retention, acquisition and its distribution business; scale movie distribution business; enhance the Company's digital platform and digital content business; expand Company's intellectual property portfolio and ensure a more robust financial structure by reducing dependency on external borrowings. The use of proceeds of the issue will be monitored by a Credit Rating Agency registered with SEBI.

10. Mr. Dwivedi handed over the EGM proceedings to Ms. Sharma.
11. Ms. Sharma briefed the Members that as per provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the Members to enable to cast their vote electronically. The remote e-voting commenced from Tuesday, January 07, 2025 [9:00 a.m.] to Friday, January 10, 2025 [5:00 p.m.]. She further informed the Members that voting rights of shareholders was in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date, i.e. Saturday, January 04, 2025. Members who have not voted till date were requested to cast their votes after the EGM using InstaPoll facility provided by KFIN Technologies Limited.
12. Ms. Sharma also informed that Mr. Vijay Yadav, Partner of AVS & Associates, Company Secretaries was appointed as Scrutinizer for scrutinizing the voting process in a fair and transparent manner and that the results would be declared after the EGM within 2 working days and shall be communicated to Stock Exchanges and shall also be displayed on the Company's website and on Register and Transfer Agent's website. Further, the shareholders were informed that the transcript of the meeting shall be made available as soon as possible on the website of the Company.
13. The Members were informed that the resolution(s) set were deemed to be passed, subject to receipt of sufficient votes and that since the EGM is being held through VC/OAVM, the resolutions mentioned in the Notice of EGM have already been put to vote through e-voting, therefore, there will be no proposing and seconding with respect to the proposed resolutions set at this meeting.
14. She then took up the formal agenda of the meeting as set out in the EGM Notice as follows:

Item No. 1

SPECIAL RESOLUTION: ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO MS. EKTA RAVI KAPOOR, PROMOTER AND JOINT MANAGING DIRECTOR OF THE COMPANY:

Ms. Tannu Sharma took up the first item of the agenda that is the Special Resolution for Item No. 1 of the Notice pertaining issue of shares to Ms. Ekta Ravi Kapoor, Promoter and Joint Managing Director of the Company. The Resolution set at Item no. 1 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the **“Act”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), as amended from time-to-time, Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time-to-time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**) (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approval(s), consent(s) and permission(s), 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), and subject to any other alteration(s), modification(s), correction(s), change, variation(s) that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot upto 34,16,700 (Thirty Four Lac Sixteen Thousand Seven Hundred) Equity Shares (**“Equity Shares”**) at a price of Rs. 73.17/- (Rupees Seventy Three and Seventeen paise only) (**“Share Issue Price”**), being the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the following allottee (hereinafter referred to as **“Proposed Allottee”**) and as per following details, by way of a preferential issue, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Sr. No.	Name	Category	Maximum number of Equity Shares to be issued	Total amount (Rounded-off in Rs.)
1	Ms. Ekta Ravi Kapoor	Promoter/ Individual	34,16,700	24,99,99,939/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **“Relevant Date”** for determining the minimum price for issue and allotment of Equity Shares shall be **Thursday, December 12, 2024**, being the date, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. Saturday, January 11, 2025.

RESOLVED FURTHER THAT the Preferential Issue of Equity Shares to the Proposed Allottee and allotment thereof, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the entire Pre-preferential shareholding of the Proposed Allottee shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- b) the Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company, provided that where the issue and allotment of said Equity Shares is pending/subject to receipt of any approval or permission from any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time-to-time;
- c) the price determined above and the number of Equity Shares to be allotted shall be subject to appropriate adjustments, wherever required, as permitted under the rules, regulations and laws, as applicable from time-to-time;
- d) the equity shares to be issued and allotted shall be listed and traded on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions or approvals as the case may be and subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- e) the equity shares to be allotted shall be in dematerialized form, fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof;
- f) the Equity Shares allotted shall remain locked-in for such period as specified under SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the complete record of Proposed Allottee be recorded in Form PAS 5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee pursuant to this private placement through preferential basis shall come from the respective bank account of the Proposed Allottee(s) and be kept by the Company in a separate bank account and such account be opened by the Company.

RESOLVED FURTHER THAT the Board and the Key Managerial Personnel be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as they, in their absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- (i) to issue and allot the equity shares pursuant to this resolution, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary contracts/ arrangements/ agreements/ documents/ form filings/ applications to give effect the above resolution, including to make application(s) to Applicable Regulatory Authorities, like application(s) to the Stock Exchanges for obtaining in-principle approval for the Equity Shares to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares (including appointment

of agencies, intermediaries, Authorized Dealer Bank, monitoring agency and advisors for the Preferential Issue of equity shares);

- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee(s), and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of equity shares, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares and listing of the equity shares on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), or Authorized Signatory(ies) in order to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, monitoring agency, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

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.”

Item No. 2

SPECIAL RESOLUTION: ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO ENTITIES BELONGING TO NON-PROMOTER CATEGORY

Ms. Sharma read the second item of the Notice that was a Special Resolution for issue of equity shares on a preferential basis to entities belonging to Non- Promoter Category. The resolution set at Item No. 2 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “**Act**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), as amended from time-to-time, Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time-to-time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”) (hereinafter collectively referred to as “**Applicable Regulatory Authorities**”) to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approval(s), consent(s) and permission(s), 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), and subject to any other alteration(s), modification(s), correction(s), change, variation(s) that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot upto 1,12,99,712 (One Crore Twelve Lac Ninety Nine Thousand Seven Hundred and Twelve) Equity Shares (“**Equity Shares**”) at a price of Rs. 73.17/- (Rupees Seventy Three and Seventeen paise only) (“**Share Issue Price**”), being the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the following entities (hereinafter referred to as “**Proposed Allottees**”) and as per following details, by way of a preferential issue, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Sr. No.	Name	Category	Maximum number of Equity Shares to be issued	Total amount (Rounded-off in Rs.)
1.	Atyant Capital India Fund I	Non-Promoter Foreign Portfolio Investor (Category I)	28,24,928	20,66,99,982/-
2.	Vanderbilt University- Atyant Capital Management Limited	Non-Promoter Foreign Portfolio Investor (Category I)	28,24,928	20,66,99,982/-
3.	Gothic Corporation	Non-Promoter Foreign Portfolio Investor (Category I)	31,63,919	23,15,03,953/-
4.	The Duke Endowment	Non-Promoter Foreign Portfolio Investor (Category II)	11,29,971	8,26,79,978/-
5.	Gothic HSP Corporation	Non-Promoter Foreign Portfolio Investor (Category II)	6,77,983	4,96,08,016/-
6.	Employees’ Retirement Plan of Duke University	Non-Promoter Foreign Portfolio Investor (Category I)	6,77,983	4,96,08,016/-
TOTAL			1,12,99,712	82,67,99,927/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the “**Relevant Date**” for determining the minimum price for issue and allotment of Equity Shares shall be **Thursday, December 12, 2024**, being the date, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. Saturday, January 11, 2025.

RESOLVED FURTHER THAT the Preferential Issue of Equity Shares to the Proposed Allottees and allotment thereof, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the entire Pre-preferential shareholding of the Proposed Allottee shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- b) the Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company, provided that where the issue and allotment of said Equity Shares is pending/subject to receipt of any approval or permission from any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time-to-time;
- c) the price determined above and the number of Equity Shares to be allotted shall be subject to appropriate adjustments, wherever required, as permitted under the rules, regulations and laws, as applicable from time-to-time;
- d) the equity shares to be issued and allotted shall be listed and traded on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions or approvals as the case may be and subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- e) the equity shares to be allotted shall be in dematerialized form, fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof;
- f) the Equity Shares allotted shall remain locked-in for such period as specified under SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the complete record of Proposed Allottees be recorded in Form PAS 5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee(s) pursuant to this private placement through preferential basis shall come from the respective bank account of the Proposed Allottee(s) and be kept by the Company in a separate bank account and such account be opened by the Company.

RESOLVED FURTHER THAT the Board and the Key Managerial Personnel be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as they, in their absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- (i) to issue and allot the equity shares to be issued and allotted pursuant to this resolution, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary contracts/ arrangements/ agreements/ documents/ form filings/ applications to give effect the above resolution, including to make application(s) to Applicable Regulatory Authorities, like application(s) to the Stock Exchanges for obtaining in-principle approval for the Equity Shares to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares (including appointment of agencies, intermediaries, Authorized Dealer Bank, monitoring agency and advisors for the Preferential Issue of equity shares);
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee(s), and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of equity shares, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares and listing of the equity shares on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), or Authorized Signatory(ies) in order to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, monitoring agency, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

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.”

Item No. 3

SPECIAL RESOLUTION: ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO INDIVIDUAL BELONGING TO NON-PROMOTER CATEGORY

Ms. Sharma read the third item of the Notice that was a Special Resolution pertaining to issue of equity shares on a preferential basis to individual belonging to Non- Promoter Category. The resolution set at Item No. 3 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the **“Act”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), as amended from time-to-time, Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time-to-time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**) (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approval(s), consent(s) and permission(s), 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), and subject to any other alteration(s), modification(s), correction(s), change, variation(s) that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot upto 31,43,364 (Thirty One Lac Forty Three Thousand Three Hundred and Sixty Four) (**“Equity Shares”**) at a price of Rs. 73.17/- (Rupees Seventy Three and Seventeen paise only) (**“Share Issue Price”**), being the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the following allottee (hereinafter referred to as **“Proposed Allottee”**) and as per following details, by way of a preferential issue, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Sr. No.	Name	Category	Maximum number of Equity Shares to be issued	Total amount (Rounded- off in Rs.)
1	Mr. Sanjiv Dhiresbhai Shah	Non-Promoter/ Individual	31,43,364	22,99,99,944/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **“Relevant Date”** for determining the minimum price for issue and allotment of Equity Shares shall be **Thursday, December 12, 2024**, being the date, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. Saturday, January 11, 2025.

RESOLVED FURTHER THAT the Preferential Issue of Equity Shares to the Proposed Allottee and allotment thereof, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the entire Pre-preferential shareholding of the Proposed Allottee shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- b) the Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company, provided that where the issue and allotment of said Equity Shares is pending/subject to receipt of any approval or permission from any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time-to-time;
- c) the price determined above and the number of Equity Shares to be allotted shall be subject to appropriate adjustments, wherever required, as permitted under the rules, regulations and laws, as applicable from time-to-time;
- d) the equity shares to be issued and allotted shall be listed and traded on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions or approvals as the case may be and subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- e) the equity shares to be allotted shall be in dematerialized form, fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof;
- f) the Equity Shares allotted shall remain locked-in for such period as specified under SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the complete record of Proposed Allottee be recorded in Form PAS 5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee pursuant to this private placement through preferential basis shall come from the respective bank account of the Proposed Allottee(s) and be kept by the Company in a separate bank account and such account be opened by the Company.

RESOLVED FURTHER THAT the Board and the Key Managerial Personnel be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as they, in their absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- (i) to issue and allot the equity shares to be issued and allotted pursuant to this resolution, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary contracts/ arrangements/ agreements/ documents/ form filings/ applications to give effect the above resolution, including to make application(s) to Applicable Regulatory Authorities, like application(s) to the Stock Exchanges for obtaining in-principle approval for the Equity Shares to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares (including appointment of agencies, intermediaries, Authorized Dealer Bank, monitoring agency and advisors for the Preferential Issue of equity shares);

- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee(s), and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of equity shares, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares and listing of the equity shares on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), or Authorized Signatory(ies) in order to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, monitoring agency, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

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.”

15. Ms. Sharma then requested Mr. Sanjay Dwivedi to address the questions sent by Members. Thereafter, the questions/suggestions sent by the Members i.e. Ms. Lekha Shah, Mr. Dinesh Bhatia, Mr. Dharmesh Vakil, Mr. Yusuf Yunus Rangwala and Mr. Yogesh Vesvikar, were addressed by Mr. Sanjay Dwivedi, Group CEO & CFO.

- i) Some of the queries received from the Members, which were duly answered at the EGM were as follows:
 - What is the total number of employees and how many women employees are working in your company.?
 - Need for the merger, rationale of the scheme, synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme?
 - Value of Assets and liabilities of ALT Digital Media Entertainment Ltd and Marinating Films Private Limited that are being transferred to Balaji Telefilms Ltd and post-merger balance sheet of BTL?

16. Mr. Dwivedi responded to all the questions received from shareholders and then requested Ms. Sharma to proceed with the rest of the proceedings.

17. She informed the Members that in case of any additional queries, Members may reach out to the Company by dropping a mail at the designated mail ID i.e. investor@balajitelefilms.com.
18. The Members were informed that 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, the Company had provided remote e-voting facility and Instapoll evoting facility during the EGM to its shareholders to cast votes electronically on the resolutions which were set out in the EGM notice. The Members were informed that the evoting facility will be available for 30 minutes after the closure of the meeting.
19. She then thanked all the Directors, Group CEO & CFO and the valued shareholders for attending the Meeting through VC/OVAM.
20. The e-voting facility remained open on Kfin Technologies Limited website for next 30 minutes after the conclusion of the Meeting for those Members who had not casted their vote via remote e-voting.
21. The meeting concluded at 05.20p.m.
22. The voting results were declared on January 11, 2025, based on the consolidated report of the Scrutinizer dated January 11, 2025, which was prepared basis the results of remote e-voting together with the results of electronic voting facilitated at the EGM.

Date: January 27, 2025

Place: Mumbai

Sd/-

**Jeetendra Kapoor
Chairman
(DIN: 00005345)**

SUMMARY OF SCRUTINIZER REPORT

Result of voting through remote e-voting and electronic voting at the 1st EGM of the shareholders of Company held on Saturday, January 11, 2025 at 04:30 p.m. through video conferencing (“VC”)/other audio-visual means (“OAVM”) in terms of provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

On the basis of consolidated Scrutinizer’s Report dated January 11, 2025 for remote e-voting and electronic voting at the 1st EGM of the Company, Resolution No. 1, 2, 3 were passed with requisite majority.

The summary of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Date of Annual General Meeting of the shareholders	January 11, 2025
Total number of shareholders on record date	37,908
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of shareholders attended through video conferencing: Promoters and Promoter Group: Public:	3 62

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue of Equity Shares on a Preferential Basis to Ms. Ekta Ravi Kapoor, Promoter and Joint Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34732876	34732876	100.0000	34732876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		34732876	34732876	100.0000	34732876	0	100.0000
Public- Institutions	E-Voting	18947483	116	0.0006	116	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18947483	116	0.0006	116	0	100.0000
Public- Non Institutions	E-Voting	48048609	25754885	53.6017	25753385	1500	99.9942	0.0058
	Poll		157	0.0003	157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		48048609	25755042	53.6021	25753542	1500	99.9942
Total		101728968	60488034	59.4600	60486534	1500	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Equity Shares on a Preferential Basis to Entities belonging to Non-Promoter Category.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34732876	34732876	100.0000	34732876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		34732876	34732876	100.0000	34732876	0	100.0000
Public-Institutions	E-Voting	18947483	116	0.0006	116	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18947483	116	0.0006	116	0	100.0000
Public- Non Institutions	E-Voting	48048609	25754895	53.6017	25754605	290	99.9989	0.0011
	Poll		157	0.0003	157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		48048609	25755052	53.6021	25754762	290	99.9989
Total		101728968	60488044	59.4600	60487754	290	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Equity Shares on a Preferential Basis to Individual belonging to Non-Promoter Category.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34732876	34732876	100.0000	34732876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		34732876	34732876	100.0000	34732876	0	100.0000
Public-Institutions	E-Voting	18947483	116	0.0006	116	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18947483	116	0.0006	116	0	100.0000
Public- Non Institutions	E-Voting	48048609	25754895	53.6017	25753605	1290	99.9950	0.0050
	Poll		157	0.0003	157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		48048609	25755052	53.6021	25753762	1290	99.9950
Total		101728968	60488044	59.4600	60486754	1290	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	