

Report of Scrutinizer

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

Chairman

BALAJI TELEFILMS LIMITED

C-13 BALAJI HOUSE, DALIA INDUSTRIAL ESTATE, OPP.
LAXMI INDL. ESTATE, NEW LINK ROAD, ANDHERI-WEST
MUMBAI-400053.
Maharashtra.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot

I, K. C. Nevatia, was appointed as Scrutinizer for the purpose of Postal Ballot on the below mentioned resolution(s), being passed through Postal Ballots & e-voting of **BALAJI TELEFILMS LIMITED** which was open for voting from Tuesday, 1st December, 2015 to Wednesday, 30th December, 2015 and submit my report as under:

1. Increase in Authorized Share Capital of the Company.
 2. Alteration of the Capital Clause of the Memorandum of Association.
 3. Further Issue of Securities.
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1. After the time fixed for closing of the postal ballot –
 - a) Remote e-voting event was unblocked by me on Wednesday, 30th December 2015 at 05:15 P.M. for ascertaining the results of e-voting.
 - b) Postal ballots received were opened in my presence and were diligently scrutinized.
 2. Subsequently, the postal ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company.
 3. The postal ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately details of which are as under:



Resolution No	Total number of members whose votes were declared invalid		Total number of votes cast by them	
	Remote e-voting	Ballot	Remote e-voting	Ballot
1	0	3	0	53
2	0	3	0	53
3	0	3	0	53

4. The result of voting is as under:

RESOLUTION NO. 1 - ORDINARY RESOLUTION

Increase in Authorized Share Capital of the Company.

Resolution required: (Ordinary/Special)			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	e-Voting	30835938	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	30835938	30835938	100.0000	30835938	0	100.0000	0.0000
	Total (I)	30835938	30835938	100.0000	30835938	0	100.0000	0.0000
Public-Institution s	e-Voting	5254468	1674466	31.8675	1471121	203345	87.8561	12.1438
	Postal Ballot	5254468	0	0.0000	0	0	0.0000	0.0000
	Total (II)	5254468	1674466	31.8675	1471121	203345	87.8561	12.1438
Public- Non Institution s	e-Voting	29120037	7377	0.0253	6330	1047	85.8072	14.1927
	Postal Ballot	29120037	419402	1.4403	419402	0	100.0000	0.0000
	Total (III)	29120037	426779	1.4656	425732	1047	99.7547	0.2459
Total (I+II+III)		65210443	32937183	50.5091	32732791	204392	99.3794	0.6206

Resolution passed with requisite majority



RESOLUTION NO. 2 ORDINARY RESOLUTION

Alteration of the Capital Clause of the Memorandum of Association.

Resolution required: (Ordinary/ Special)			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	e-Voting	30835938	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	30835938	30835938	100.0000	30835938	0	100.0000	0.0000
	Total (I)	30835938	30835938	100.0000	30835938	0	100.0000	0.0000
Public- Institution s	e-Voting	5254468	1674466	31.8675	1471121	203345	87.8561	12.1438
	Postal Ballot	5254468	0	0.0000	0	0	0.0000	0.0000
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Total (I+II+III) 65210443		65210443	32937183	50.5091	32732791	204392	99.3794	0.6206

Resolution passed with requisite majority



RESOLUTION NO. 3 SPECIAL RESOLUTION**Further Issue of Securities.**

Resolution required: (Ordinary/ Special)		SPECIAL RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	e-Voting	30835938	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	30835938	30835938	100.0000	30835938	0	100.0000	0.0000
	Total (I)	30835938	30835938	100.0000	30835938	0	100.0000	0.0000
Public- Institution s	e-Voting	5254468	1674466	31.8675	1471121	203345	87.8561	12.1438
	Postal Ballot	5254468	0	0.0000	0	0	0.0000	0.0000
	Total (II)	5254468	1674466	31.8675	1471121	203345	87.8561	12.1438
Public- Non Institution s	e-Voting	29120037	7377	0.0253	6330	1047	85.8072	14.1927
	Postal Ballot	29120037	419402	1.4403	419402	0	100.0000	0.0000
	Total (III)	29120037	426779	1.4656	425732	1047	99.7547	0.2459
Total (I+II+III)		65210443	32937183	50.5091	32732791	204392	99.3794	0.6206

Resolution passed with requisite majority

5. The Postal Ballot papers and all other relevant records were sealed and handed over to the Chairman of the Company.

Thanking you,

Yours faithfully,

**For K.C.NEVATIA & ASSOCIATES
COMPANY SECRETARIES**



**K.C.NEVATIA
Proprietor
C.P. No. 2348**

**Place : Mumbai
Date : 31/12/2015**



BALAJI TELEFILMS LIMITED

SUMMARY OF VOTES CAST BY REMOTE e-VOTING AND BY POSTAL BALLOT

SUMMARY OF VOTES CAST BY REMOTE e-VOTING AND BY POSTAL BALLOT											
Resolution No.	Subject of Resolution	Remote e-Voting			Voting by Postal Ballot			Total			Conclusion
		No. of Votes		Invalid	No. of Votes		Invalid	No. of Votes		Invalid	
		For	Against		For	Against		For	Against		
1	Increase in Authorised Share Capital of the Company	1,477,451	204,392	0	31,255,340	0	53	32,732,791	204,392	53	Resolution passed with requisite majority
2	Alteration of the Capital Clause of the Memorandum of Association.	1,477,451	204,392	0	31,255,340	0	53	32,732,791	204,392	53	Resolution passed with requisite majority
3	Further Issue of Securities	1,477,451	204,392	0	31,255,340	0	53	32,732,791	204,392	53	Resolution passed with requisite majority

Place: Mumbai

Date: 31/12/2015

FOR K. C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES



K. C. Nevatia
(K. C. NEVATIA)
PROPRIETOR
C. P. No 2348