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 24, 2023

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 Resolutions passed by way of Postal Ballot through remote e-voting process

Dear Sir/Madam,

Please find attached Minutes of Special Resolutions passed by way of Postal Ballot through remote e- voting process on Wednesday, March 29, 2023. The results of the Postal Ballot were declared vide our earlier letter dated on Thursday, March 30, 2023.

Kindly take the same on record.

Yours truly,

For Balaji Telefilms Limited

TANNU SHARMA

Digitally signed by TANNU SHARMA
DN: c=IN, postalCode=110018, st=DELHI, l=WEST DELHI, o=Personal, serialNumber=9f90b21be858736f9197ef69bcdbd2832d5ff6b75d2514c40a68c02ec29d826b, pseudonym=317ecf0329754141800ca4ddc57a34f4, 2.5.4.20=d0a401725a5c434c22170be459f90dec4c90afd9a44268d4189b0c1b90321649, email=TANNUS@NDTV.COM, cn=TANNU SHARMA
Date: 2023.04.24 15:27:34 +05'30'

Tannu Sharma
Company Secretary and Compliance Officer
Membership No – ACS30622

Encl: - a/a

MINUTES OF THE POSTAL BALLOT EXERCISE CONDUCTED BY WAY OF REMOTE E-VOTING WITH RESPECT TO THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED FEBRUARY 14, 2023 DULY PASSED BY THE MEMBERS OF BALAJI TELEFILMS LIMITED, HAVING ITS REGISTERED OFFICE AT C-13, BALAJI HOUSE, DALIA INDUSTRIAL ESTATE, OPP. LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, ANDHERI (WEST), MUMBAI - 400053, MAHARASHTRA ON WEDNESDAY, MARCH 29, 2023 (DEEMED DATE FOR PASSING OF THERESOLUTION)

The Board of Directors ("**Board**") at their meeting held on February 14, 2023 approved the proposal to conduct a Postal Ballot pursuant to Section 110 of the Companies Act, 2013 ("**Act**")and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular 20/2021 December 8, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), in order to seek approval of the Members of the Company for the following matters by way of Special Resolution(s):

1. Approval of Balaji Telefilms – Employee Stock Options Scheme, 2023 and grant of Employee Stock Options to the Employees of the Company thereafter;

2. Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employee Stock Options Scheme, 2023

The following actions were conducted pursuant to the approval of the Board and in compliance with the relevant provisions of the Act, MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Mr. Vijay Yadav (Membership No. FCS 11990), Partner of M/s. AVS & Associates, Company Secretaries was appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner;
2. M/s. KFin Technologies Limited ("KFin"), the Registrar and Transfer Agent ("RTA") was engaged for providing e-voting facility to the Members;
3. The remote e-voting commenced on Tuesday, February 28, 2023 (09.00 a.m. IST) and ended on Wednesday, March 29, 2023 (05.00 p.m. IST);
4. Pursuant to the MCA Circulars, the Company completed circulation of Postal Ballot Notice along with explanatory statement via electronic mode on February 27, 2023, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, February 24, 2023 ("Cut-Off Date") and whose e-mail address were registered with the Company/Depository Participant/ Registrar and Share Transfer Agent of the Company;
5. A newspaper advertisement as required under applicable laws was published in Financial Express, an English Daily and "Mumbai Lakshadeep" a Regional Daily on February 28, 2023.

Mr. Jeetendra Kapoor, Chairman of the Company authorized Ms. Tannu Sharma, Company Secretary, to preside over the proceedings with respect to declaration of voting results of the Postal Ballot. The Scrutinizer submitted his report on postal ballot to Ms. Tannu Sharma, Company Secretary on March 29, 2023.

Based on the Scrutinizer's Report dated March 29, 2023, the matters as set out in the Notice of the Postal Ballot dated February 14, 2023 were passed with the requisite majority.

The summarized details of text of the Special Resolutions passed and details of voting as per Scrutinizer's report are as under:

Item No. 1- Approval of Balaji Telefilms – Employee Stock Options Scheme, 2023 ("BALAJI TELEFILMS ESOP Scheme, 2023") and grant of Employee Stock Options to the Employees of the Company thereafter

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Companies Act, 2013, if any, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEBSE Regulations"), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements)

Regulations, 2015, if any, and such other rules, acts, provisions as may be applicable, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Members of the Company be and are hereby accorded respectively to the Balaji Telefilms Employee Stock Option Scheme, 2023 ("Balaji Telefilms ESOP Scheme, 2023") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee (NRC), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in employment of the Company, including any Director of the Company [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company], whether whole-time or otherwise, not exceeding 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options exercisable into not more than 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) equity shares of the Company, under Balaji Telefilms ESOP Scheme, 2023, with every 1 (One) Option giving the right but not obligation to the holder, to subscribe to, 1 (One) fully paid-up Equity Share of Face Value Rs. 2 (Two) each, of the Company, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/NRC in accordance with the provisions of the Scheme, SEBI SBEBSE Regulations and in due compliance with such other applicable laws or guidelines issued by the relevant Authority(ies), as may be applicable.

RESOLVED FURTHER THAT all actions taken by the Board/NRC in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, under applicable laws and regulations, are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to issue and allot Equity Shares upon exercise of the options from time-to-time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued, in order to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rs.2 (Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, amend, suspend or terminate Balaji Telefilms ESOP Scheme, 2023 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of Members, execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, amendment, suspension or termination of Balaji Telefilms ESOP Scheme, 2023 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time-to-time under any applicable laws and regulations to the extent relevant and applicable to Balaji Telefilms ESOP Scheme, 2023.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor – Managing Director, Mr. Abhishek Kumar, Chief Executive Officer, Mr. Sanjay Dwivedi, Chief Financial Officer, 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, being incidental to the effective implementation and administration of Balaji Telefilms ESOP Scheme, 2023 as also to prefer applications to the appropriate authorities, as also to initiate all necessary actions for the preparation and filing, if required, with SEBI/Stock Exchange(s), and all other documents required to be filed in the above connections and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled (A)	% of votes polled on outstanding shares	No. of votes in favour (B)	% of votes in favour on votes polled (% of B/A)	No. of votes Against (C)	%of votes against votes polled (% C/A)
59938497	59.27	59927918	99.98	10579	0.02

The resolution was duly passed by the requisite majority of shareholders as a Special Resolution.

Item No. 2- Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employee Stock Options Scheme, 2023

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Companies Act, 2013, if any, applicable provisions of the Companies Act, 2013, if any, the Memorandum and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, as amended from time-to-time (hereinafter referred to as "SEBI SBEBSE Regulations"), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, if any, and such other rules, acts, provisions as may be applicable, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Members be and are hereby accorded respectively to the Balaji Telefilms Employee Stock Option Scheme, 2023 ("Balaji Telefilms ESOP Scheme, 2023") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee (NRC), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in employment, whether whole time or otherwise, of any existing or future Subsidiary Company(ies) of the Company, whether in or outside India, including any Director of the Company [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company] not exceeding 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options exercisable into not more than 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) equity shares of the Company, under Balaji Telefilms ESOP Scheme, 2023, with every 1 (One) Option giving the right but not obligation to the holder, to subscribe to 1(One) fully paid Equity Share of Face Value Rs. 2 (Two) each, of the Company, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/NRC in accordance with the provisions of the Scheme, SEBI SBEBSE Regulations and in due compliance with other applicable laws or guidelines issued by the relevant Authority(ies).

RESOLVED FURTHER THAT all actions taken by the Board/NRC in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, under applicable laws and regulations, are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to issue and allot Equity Shares upon exercise of the options from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rs.2 (Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board/NRC be and is hereby also authorized at any time to modify, change, vary, amend, suspend or terminate Balaji Telefilms ESOP Scheme, 2023 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, amendment, suspension or termination of Balaji Telefilms ESOP Scheme, 2023 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time-to-time under any applicable laws and regulations to the extent relevant and applicable to Balaji Telefilms ESOP Scheme, 2023.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor – Managing Director, Mr. Abhishek Kumar, Chief Executive Officer, Mr. Sanjay Dwivedi, Chief Financial Officer, 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, being incidental to the effective implementation and administration of Balaji Telefilms ESOP Scheme, 2023, as also to prefer applications to the appropriate authorities, as also to initiate all necessary actions for the preparation and filing, if required, with SEBI/Stock Exchange(s), and all other documents required to be filed in the above connections and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled (A)	**% of votes polled on outstanding shares**	**No. of votes in favour (B)**	**% of votes in favour on votes polled (% of B/A)**	**No. of votes Against (C)**	**%of votes against votes polled (% C/A)**
59938497	59.27	59927889	99.98	10608	0.02

Accordingly, both the above-mentioned Special Resolutions, as set out in the Postal Ballot Notice dated February 14, 2023, were duly approved through Postal Ballot by the Members of the Company with the requisite majority.

Date: April 24, 2023
Place: Mumbai.

SD/-
Jeetendra Kapoor
Chairman
(DIN: 00005345)