

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
CIN No. : L99999MH1994PLC082802



September 01, 2017

To,

BSE Ltd.

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai 400001

Stock Code: 532382

National Stock Exchange of India Ltd.

"Exchange Plaza",

Bandra-Kurla Complex, Bandra (East),

Mumbai 400051

Stock Code: BALAJITELE

Sub: Disclosure of Voting Results of the 23rd Annual General Meeting for the financial year 2016-17 of the Company held on August 31, 2017

Dear Sir,

This is further to our letter dated August 31, 2017 on Proceedings of the Annual General Meeting ("AGM") and pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, details of the voting results of the 23rd AGM for the financial year 2016-17 of the Company as Annexure A and a report by the scrutinizer on E-voting and voting by poll on the day of the AGM i.e. August 31, 2017, is enclosed.

Kindly take the same on record and upload it on your respective websites.

Thanking You.

Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht

Group Head Secretarial



Balaji Telefilms Ltd.

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Annexure A

Format of Voting Result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting of Equity Shareholders	August 31, 2017
Total number of shareholders on record date	25156
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 03 75
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 Not Applicable Not Applicable



Resolution Required: (Ordinary/Special)		Resolution No. 1 Adoption of the Audited Financial Statements (Standalone & Consolidated) for the financial year ended on March 31, 2017 and the Reports of the Directors and Auditors thereon: Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.							
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting		32873663	100	32873663	0	100	0	0
	Poll	32873663	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	32873663	32873663	100	32873663	0	100%	0	0
Public Institutions	E-Voting		0	0	0	0	0	0	0
	Poll	18910973	0	0	0	0	0	0	0
	Postal Ballot (if applicable)								
	Total	18910973	0	0	0	0	0	0	0
Public Non Institutions	E-Voting		26191	0.0531	26190	1	99.9962	0.0038	0
	Poll	49345807	1756	0.0036	1736	20	98.8610	1.1390	9
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	49345807	27947	0.0567	27926	21	99.9249	0.0751	9
Total		101130443	32901620	32.5338	32901589	21	99.9999	0.0001	9



Resolution Required: (Ordinary/Special)		Resolution No. 2 Appointment of Director in place of Mr. Tusshar Kapoor (DIN:00005088), who retires by rotation and being eligible, offers himself for re-appointment: Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, Key Managerial Personnel and their relatives except Mrs. Shobha Kapoor, Mr. Jeetendra Kapoor, Ms. Ekta Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in the resolution.							
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0	0
	Poll	32873663	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	32873663	0	0	0	0	0	0	0
Public Institutions	E-Voting								
	Poll	18910973	0	0	0	0	0	0	0
	Postal Ballot (if applicable)								
	Total	18910973	0	0	0	0	0	0	0
Public Non Institutions	E-Voting		26141	0.0530	26039	102	99.6098	0.3902	0
	Poll	49345807	1756	0.0036	1736	20	98.8610	1.1389	9
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	49345807	27897	0.0566	27775	122	99.5627	0.4373	9
Total		101130443	27897	0.0276	27775	122	99.5627	0.4373	9



Resolution Required: (Ordinary/Special)		Resolution No. 3 Declaration of final dividend for the financial year ended March 31, 2017: Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.							
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting		32873663	100	32873663	0	100	0	0
	Poll	32873663	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	32873663	32873663	100	32873663	0	100	0	0
Public Institutions	E-Voting								
	Poll	18910973	0	0	0	0	0	0	0
	Postal Ballot (if applicable)								
	Total	18910973	0	0	0	0	0	0	0
Public Non Institutions	E-Voting		26191	0.0531	26190	1	99.9962	0.0038	0
	Poll	49345807	1756	0.0036	1736	20	98.8610	1.1390	9
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	49345807	27947	0.0567	27926	21	99.9249	0.0751	9
Total		101130443	32901610	32.5338	32901589	21	99.9999%	0.0001	9



Resolution Required: (Ordinary/Special)			Resolution No. 4 Appointment of Statutory Auditors and fix their remuneration: Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.						
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting		32873663	100	32873663	0	100	0	0
	Poll	32873663	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	32873663	32873663	100	32873663	0	100	0	0
Public Institutions	E-Voting								
	Poll	18910973	0	0	0	0	0	0	0
	Postal Ballot (if applicable)								
	Total	18910973	0	0	0	0	0	0	0
Public Non Institutions	E-Voting		26141	0.0530	26140	1	99.9962	0.0038	0
	Poll	49345807	1756	0.0036	1736	20	98.8610	1.1390.00	9
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	49345807	27897	0.0566	27876	21	99.9247	0.0753	9
Total		101130443	32901560	32.5338	32901539	21	99.9999%	0.0001	9



Resolution Required: (Ordinary/Special)			Resolution No. 5 Payment of Commission to Non-Executive Director for a period of 5 years w.e.f April 1, 2017: Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the Directors, Key Managerial Personnel and their relatives except Mrs. Shobha Kapoor, Mr. Jeetendra Kapoor, Ms. Ekta Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in the resolution.						
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0	0
	Poll	32873663	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	32873663	0	0	0	0	0	0	0
Public Institutions	E-Voting								
	Poll	18910973	0	0	0	0	0	0	0
	Postal Ballot (if applicable)								
	Total	18910973	0	0	0	0	0	0	0
Public Non Institutions	E-Voting		26136	0.0531	25979	157	99.9962	0.3901	0
	Poll	49345807	1756	0.0036	1736	20	98.8610	1.1389	9
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	49345807	27892	0.0567	27715	177	99.3654	0.6346	9
Total		101130443	27892	0.0276	27775	177	99.3654	0.6346	9





B. DESAI & ASSOCIATES

B.COM. LLB. FCS
PRACTISING COMPANY SECRETARY

Report of Scrutinizer

[Pursuant to sections 108, 109, 110 of the Companies Act, 2013 and rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

Jeetendra Kapoor

Chairman

Annual General Meeting of the Members of **Balaji Telefilms Limited** held on Thursday, August 31, 2017 at 12.00 noon at "The Club", 197, D. N. Nagar, Andheri (West), Mumbai – 400053, Maharashtra, India.

Dear Sir,

I, Bhavesh Desai, proprietor of B. Desai & Associates, a Practising Company Secretary in whole-time practice, appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process together with the voting through polling paper in physical mode at the Poll held at the Annual General Meeting of the Members of Balaji Telefilms Limited held on Thursday, August 31, 2017 at 12.00 noon at "The Club", 197, D. N. Nagar, Andheri (West), Mumbai – 400053, Maharashtra, submit my report as under on the resolutions set out in the notice to the Annual General Meeting of the Members of the Company.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means and poll on the resolutions set out in the notice to the Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of the Annual General Meeting of the Members of the Company, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities.
2. Further to the above, I submit my report as under:
 - (i) The voting period for e-voting remained open from Sunday, August 27, 2017 (11.30 a.m. IST) to Wednesday, August 30, 2017 (5.00 p.m. IST).
 - (ii) The Company has also provided facility for voting by Polling Paper to the members attending the meeting, who have not cast their vote by remote e-voting.



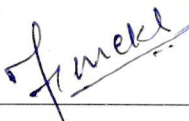
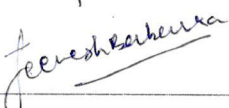


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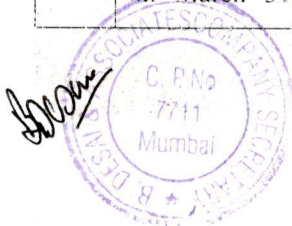
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- (iii) The members of the Company as on the "Cut off" date i.e. Friday, August 25, 2017 were entitled to vote on the resolution as set out in the Notice of the Annual General Meeting of the members of the Company.
- (iv) The Votes cast were noted and confirmed on Thursday, August 31, 2017 in the presence of two witnesses, Ms. Nidhi Parekh and Mr. Jeenesh Babaria who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name of the Witness	Signature
Ms. Nidhi Parekh	
Mr. Jeenesh Babaria	

- (v) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited i.e. [https:// evoting.karvy.com](https://evoting.karvy.com) and based on such report generated and along with that of Poll Papers, the result of the e-voting process and polling process are as under:

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
1.	Ordinary Resolution: The resolution approving Adoption of the Audited Financial Statements (Standalone & Consolidated) for the financial year ended on March 31, 2017	E-Voting	32899853	100%	1	0%	32899854





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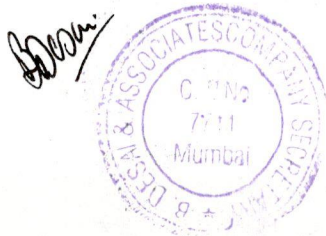
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	and the Reports of the Directors and Auditors thereon	#Polling Paper/B allot Paper	1736	98.8610%	20	1.1390	1756
		Total	32901589	99.9999%	21	0.0001%	32901610

The total votes received through polling papers are 5981, out of which, 4225 votes were invalid.

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	
2.	Ordinary Resolution: The resolution approving Appointment of Director in place of Mr. Tusshar Kapoor (DIN:00005088), who retires by rotation and being eligible, offers himself for re-appointment	E-Voting	26039	99.6098%	102	0.3902%	26141
		#Polling Paper/B allot Paper	1736	98.8610%	20	1.1390%	1756
		Total	27775	99.5627%	122	0.4373%	27897

The total votes received through polling papers are 5981, out of which, 4225 votes were invalid.





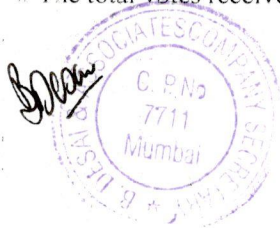
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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
3.	Ordinary Resolution: The resolution approving Declaration of final dividend for the financial year ended March 31, 2017	E-Voting	32899853	100%	1	0%	32899854
		#Polling Paper/B allot Paper	1736	98.8610%	20	1.1390%	1756
		<u>Total</u>	32901589	99.9999%	21	0.0001%	32901610

The total votes received through polling papers are 5981, out of which, 4225 votes were invalid.



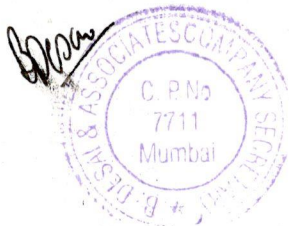


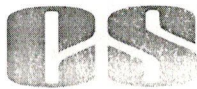
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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution			Votes against the resolution			Total Votes Casted
			No. of Shares	% of No. of Votes	Total Valid	No. of Shares	% of Total No. of Valid Votes	No. of Shares	
4.	Ordinary Resolution: The resolution approving Appointment of Statutory Auditors and fix their remuneration	E-Voting	32899803	100%		1	0%		32899804
		#Polling Paper/B allot Paper	1736	98.8610%		20	1.1390%		1756
		<u>Total</u>	32901539	99.9999%		21	0.0001%		32901560

The total votes received through polling papers are 5981, out of which, 4225 votes were invalid.





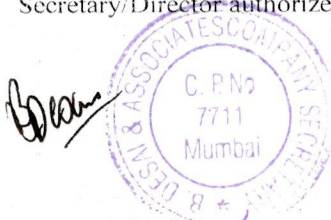
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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
5.	Special Resolution: The resolution approving Payment of Commission to Non-Executive Director for a period of 5 years w.e.f April 1, 2017	E-Voting	25979	99.3993%	157	0.6007%	26136
		#Polling Paper/B allot Paper	1736	98.8610%	20	1.1390%	1756
		<u>Total</u>	27715	99.3654%	177	0.6346%	27892

The total votes received through polling papers are 5981, out of which, 4225 votes were invalid.

- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.





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5. I have also appended format of voting result under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in Annexure A to this report.

Thanking you

Yours faithfully,

For B. Desai and Associates

Practising Company Secretary

Bhavesh Desai

C.P.No.7711

Date: 01/09/2017

Place: Mumbai

