

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



June 21, 2018

To

The Assistant Vice President
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

NSE Scrip Symbol: BALAJITELE

Kind Attention: Ms. Ekta Shah

Sub: Statement of modifications in the grant of ESOP

Ref: Application for in-principle approval for listing of outstanding options under Balaji Telefilms - Employee Stock Option Plan 2017 ("Balaji Telefilms ESOP 2017") of the Company (Application No: 15910)

Dear Sir / Madam,

With reference to above captioned subject and reference to the application as stated above for listing of outstanding options under **Balaji Telefilms - Employee Stock Option Plan 2017 ("Balaji Telefilms ESOP 2017")** of the Company, the Company had duly received the approval of the Hon'ble NSE vide its letter dated April 26, 2018.

Subsequent to the Meeting of Nomination and Remuneration Committee (NRC) held on May 19, 2018, the Management has decided to reward its existing and newly appointed employees by granting additional options. This was placed in the NRC Meeting held on June 20, 2018 for approval and the Members of NRC has further approved the grant of 21,25,239 options in addition to 16,63,734 options granted earlier on May 19, 2018. Hence, the Company hereby encloses the following revised documents to notify the Stock Exchange about the modifications pertaining to the grant of options. Hence, the Company hereby encloses the following revised documents to notify the Stock Exchange about the modifications pertaining to the grant of options.



Signature

Please refer the enclosures as mentioned hereunder:

1. Information required in the statement as per Regulation 10(b) of SEBI (SBEB) Regulations, 2014 certified Company and by the Merchant Banker - **Annexure A**

The Company do hereby undertakes that above stated modifications in the grant of option doesn't have any material information with respect to the ("Balaji Telefilms ESOP 2017") not previously disclosed to the Stock Exchange. Such modifications shall not bear any material effect on the Scheme and/or cause shortcoming to the employees interested or covered under ("Balaji Telefilms ESOP 2017").

Request you to please take the above information and update the same in your records.

Yours Faithfully

For Balaji Telefilms Limited



Simmi Singh Bisht

Group Head Secretarial

Membership No: A23360

Address: A- 1306, Dheeraj Hill View Tower,
Sidharth Nagar, Borivali East,
Mumbai - 400 066, Maharashtra



Annexure A

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



June 21, 2018

To

The Assistant Vice President
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

NSE Scrip Symbol: BALAJITELE

Sub: Statement as per Regulation 10(b) of SEBI (Share Based Employee Benefits) Regulations, 2014

Dear Sir / Madam,

Details with respect to **Balaji Telefilms - Employee Stock Option Plan 2017** ("Balaji Telefilms ESOP 2017") as per Regulation 10(b) of SEBI (Share Based Employees Benefits) Regulations, 2014 are as mentioned below:

Sr. No.	Particulars	Details
1.	Authorised Share Capital of the Company	Rs. 3,60,000,000/-
2.	Issued Share Capital of the Company as on date of Institution of the scheme/amendment of the scheme	Date of Institution of Scheme: February 13, 2018 Issued Share Capital of the Company as on date of February 13, 2018: Equity Share Capital - Rs.2,02,260,886 (10,11,30,443 Equity Shares of Rs. 2/- each)



Handwritten signature/initials

		Preference Share Capital - Nil Total issued share capital as on February 13, 2018: Rs. 2,02,260,886
3.	Date of Institution of Scheme / amendment of the scheme	Date of Institution: February 13, 2018
4.	Validity period of the scheme	Grants under the Balaji Telefilms ESOP 2017 shall be made till March 31, 2023. After March 31, 2023 ("the Closing Date") the Balaji Telefilms ESOP 2017 shall remain in effect until all options granted under the Plan have been exercised or expired or lapsed or terminated / forfeited, whichever is earlier.
5.	Date of notice of AGM / EGM for approving the scheme / for amending the scheme / for approving grants under Regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014.	Date of Notice of Postal Ballot for passing of Postal Ballot resolution for approving the scheme is - November 10, 2017
6.	Date of AGM / EGM approving the scheme / for amending the scheme / for approving grants under Regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014.	Date of passing of Postal Ballot for passing of Postal Ballot resolution for approving the scheme is - December 30, 2017
7.	Kind of benefit granted under the scheme	Equity Shares
8.	Identity of classes of persons eligible under the scheme: a. Permanent employees b. Permanent employees outside India c. Permanent employees of subsidiary d. Permanent employees of holding company	Classes of persons eligible under the scheme: a. Permanent employees - Yes b. Permanent employees outside India - *Yes c. Permanent employees of subsidiary - Yes d. Permanent employees of holding company - No e. Permanent employees of associate company - No f. Whole-time directors - *Yes, but excludes the Director who are promoters or directors



	e. Permanent employees of associate company f. Whole-time directors	belonging to Promoter Group. * Such employees are eligible under the ESOP Plan, however currently the options are not issued to such employees and Directors.
9.	Total number of shares reserved under the scheme, as applicable	53, 22, 655 Equity shares of Rs. 2/- each
10.	Number of shares entitled under the grant	53, 22, 655 Equity shares One Equity Share per option
11.	Total number of grants to be made	Under Balaji Telefilms ESOP 2017, 53, 22, 655 options can be granted [Article No. 9.3 of Scheme]
12.	Maximum number of shares, options, SARs or benefits to be granted per employee per grant and in aggregate	The number of options to be granted per employee, under the Plan shall not exceed 1% of the fully diluted paid up capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Option. [Article No. 9.4 of Scheme]
13.	Exercise price or pricing formula	The Exercise Price will be the price determined by the NRC Committee on the date of grant.
14.	Whether any amount payable at the time of grant? If so, quantum of such amount	No
15.	Lock-in period under the scheme	The shares acquired under the Plan shall not be subject to any lock-in period.
16.	Vesting period under the scheme	There shall be a minimum period of one year between the grant of options and vesting of options. [Article No. 9.7 of Scheme]
17.	Maximum period within which the grant shall be vested	No options shall vest unless one year has elapsed from the date of the Grant of Options. [Article No. 11.1 11.2 and 11.3 of Scheme]
18.	Exercise period under the scheme	Vested Options must be Exercised within a period of 3(three) years from the Last Vesting Date. [Article No. 12.1 of Scheme]



Signature

19.	Whether employee can exercise all the options or SARs vested at one time? Yes/No	The Employee may, at any time during the Exercise Period and subject to fulfilment of conditions of the Grant, Exercise some or all of the Vested Options The Exercise Price shall be specified in the Grant Letter and shall, unless varied or modified pursuant to the Plan hereof, be fixed for the entire term of the Option. [Article No. 12.2 and 10.4 of Scheme]
20.	Whether employee can exercise vested options or SARs at various points of time within the exercise period? Yes / No	Yes. Article No. 10.1 of Balaji Telefilms ESOP 2017
21.	Whether scheme provides for the procedure for making a fair and reasonable adjustment to the number of options or SARs and to the exercise price in case of right issue, bonus issues and corporate actions? Clause in scheme describing such adjustment	Yes. Article No. 18.1 of Balaji Telefilms ESOP 2017
22.	Description of the appraisal process for determining the eligibility of employees under the scheme	The NRC Committee shall, based on the various criteria for selection of the Employees, decide on the Employees who are eligible for a Grant under the Plan and the terms and conditions thereof. [Article No. 8.1 of Scheme]
23.	The specified time period within which vested options or SARs are to be exercised in the event of termination or resignation of an employee.	The unexercised options shall expire on date of termination of employment due to Cause or Voluntary Resignation [Article No. 14.3 of Scheme]
24.	The specified time period within which options or SARs to be exercised in the event of death of the employee	These options shall be exercised within a period of 12 (Twelve) months following such event or such extended time as may be provided by NRC Committee. [Article No. 14.2 of Scheme]
25.	Whether scheme provides for conditions under which options, SARs or benefits vested in employees may	Yes. Article No. 14.1 of the Balaji Telefilms ESOP 2017



	lapse in case of termination of employment for misconduct? Clause in Scheme describing such adjustment									
26.	Whether scheme provides for conditions for the grant, vesting and exercise of options, SARs or benefits in case of employees who are on long leave? Clause in scheme describing such adjustment	The NRC Committee shall have power to provide for the grant, accrual, vesting and exercise of options in case of employees who are on long leave or whose services have been seconded/ deputed to its subsidiary and/or holding company and/or Associate Company at the instance of the Company.								
27.	Whether amount paid / payable by the employee at the time of the grant of options, SARs or benefits will be forfeited if the employee does not exercise the same within the exercise period? Clause in scheme describing such adjustment.	Not applicable as no amount is paid / payable at the time of grant ,								
28.	Details of approval of shareholders pursuant to regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014 with respect to:	a. Grant to employees of subsidiary or holding or associate company: The options are granted to the employees of subsidiary company. Details are provided as below: <table><tr><th>Date of shareholder's approval</th><th>Name of the employee</th><th>Name of the Company</th><th>No. of options granted</th></tr><tr><td>December 30, 2017</td><td>Nachiket Pantvaidya</td><td>ALT Digital Media Entertainment Ltd</td><td>115,966</td></tr></table>	Date of shareholder's approval	Name of the employee	Name of the Company	No. of options granted	December 30, 2017	Nachiket Pantvaidya	ALT Digital Media Entertainment Ltd	115,966
Date of shareholder's approval	Name of the employee	Name of the Company	No. of options granted							
December 30, 2017	Nachiket Pantvaidya	ALT Digital Media Entertainment Ltd	115,966							



Signature



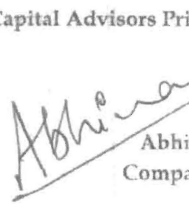
		December 30, 2017	Sunil Nair	ALT Digital Media Entertainment Ltd	63,135
		December 30, 2017	Nimisha Pandey	ALT Digital Media Entertainment Ltd	3,65,378
		December 30, 2017	Manav Sethi	ALT Digital Media Entertainment Ltd	7,213
		December 30, 2017	Vimal Doshi	Balaji Motion Pictures Limited	170,510
		December 30, 2017	Ankit Chauhan	Balaji Motion Pictures Limited	11,597
		b. Grant to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant: Not Applicable			
29.	Details of the variation made to the scheme along with the rationale thereof and the details of the employees who are beneficiary of such variation	Not Applicable			

For Balaji Telefilms Limited


 Simmi Singh Bisht
 Group Head Secretarial
 Membership No: A23360



For Pantomath Capital Advisors Private Limited


 Abhinav Agarwal
 Company Secretary

