

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



August 17, 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 1st Extra Ordinary General Meeting for the financial year 2017-18 of the Company held on August 16, 2017

Dear Sir,

This is further to our letter dated August 16, 2017 on Proceedings of the Extra Ordinary General Meeting ("EGM") 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 1st EGM for the financial year 2017-18 of the Company is enclosed as Annexure A and a report by the scrutinizer on E-voting and voting by poll on the day of the EGM i.e. August 16, 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





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]

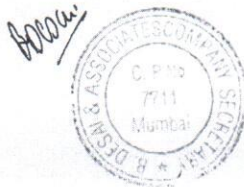
To,
Jeetendra Kapoor
Chairman

Extra-ordinary General Meeting of Equity Shareholders of **Balaji Telefilms Limited** held on Wednesday, August 16, 2017 at 10.00 a.m. at The Club, 197, Juhu Versova Link Road, Opposite D. N. Nagar Police Station, 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 Extra-ordinary General Meeting of Equity Shareholders of Balaji Telefilms Limited held on Wednesday, August 16, 2017 at 10.00 a.m. at The Club, 197, Juhu Versova Link Road, Opposite D. N. Nagar Police Station, Andheri (West), Mumbai – 400053, Maharashtra, submit my report as under on the resolutions set out in the notice to the Extra-ordinary General Meeting of Equity Shareholders 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 Extra-ordinary General Meeting of Equity Shareholders 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 Extra-ordinary General Meeting of Equity Shareholders 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 Saturday August 12, 2017 (11.30 a.m. IST) to Tuesday, August 15, 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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- (iii) The members of the Company as on the "Cut off" date i.e. Wednesday, August 09, 2017 were entitled to vote on the resolution as set out in the Notice of the Extra-ordinary General Meeting of Equity Shareholders of the Company.
- (iv) The Votes cast were noted and confirmed on Wednesday, August 16, 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 Business	Votes in favour of the resolution			Votes against the resolution			Total Votes Casted	
			No. of Shares	% of Total No. of Valid Votes	Total	No. of Shares	% of Total No. of Valid Votes	Total	No. of Shares	
1.	Ordinary Resolution: The resolution approving the Increase in Authorized Share Capital	E-Voting	32901360	100%		11	0%		32901371	





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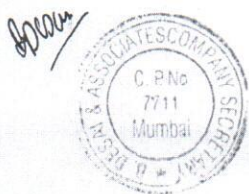
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		#Polling Paper/B allot Paper	1249	100%	0	0%	1249
		<u>Total</u>	32902609	100%	0	0	32902620

The total votes received through polling papers are 1268, out of which, 19 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	Total	No. of Shares	% of Total No. of Valid Votes	Total	
2.	<u>Special Resolution:</u> The resolution approving the Issue of 2,52,00,000 Equity Shares on a Preferential Allotment/Private Placement Basis	E-Voting	32901295	99.9998%		76	0.0002%		32901371
		#Polling Paper/B allot Paper	1249	100%	0	0%		1249	
		<u>Total</u>	32902544	99.9998%	76	0.0002%		32902620	

The total votes received through polling papers are 1268, out of which, 19 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.	Special Resolution: The resolution approving the amendment of the existing articles of association to confirm with the transaction documents	E-Voting	32901360	100%	11	0%	32901371
		#Polling Paper/B allot Paper	1249	100%	0	0%	1249
		Total	32902609	100%	0	0	32902620

The total votes received through polling papers are 1268, out of which, 19 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: Aug 17, 2017*
Place: Mumbai

Annexure A

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

Date of Extra-ordinary General Meeting of Equity Shareholders	August 16, 2017
Total number of shareholders on record date	24990
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	03
Public:	85
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No. 1 Increase in Authorized Share Capital: Ordinary Resolution									
Resolution Required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
In order to broad base the capital structure of the Company and to enable the Company to issue further shares on a preferential basis it is proposed to increase the authorized share capital.									
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	E-Voting		32873663	100%	32873663	0	100%	0	0
Promoter Group	Poll	32873663	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Public	Total	32873663	32873663	100%	32873663	0	100%	0	0
Institutions	E-Voting								
	Poll	18632581	0	0	0	0	0	0	0
	Postal Ballot (if applicable)								
Public	Total	18632581	0	0	0	0	0	0	0
	E-Voting		27708	0.113%	27697	11	99.96%	0.04%	0



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Non Institutions	Poll	24424199	1249	0.005%	1249	0	100%	0.00%	19
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	24424199	28957	0.118%	28946	11	99.96%	0.04%	19
Total		75930443	32902620	43.333%	32902609	11	100%	0.00%	19

Resolution No. 2 Issue of 2,52,00,000 Equity Shares on a Preferential Allotment/Private Placement Basis: Special Resolution									
Resolution Required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/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	32873663	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	18632581	0	0	0	0	0	0	0
	Poll	18632581	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	18632581	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	27708	27708	0.113%	27632	76	99.725%	0.274%	0
	Poll	24424199	1249	0.005%	1249	0	100%	0.00%	19
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	24424199	28957	0.118%	28881	76	99.737%	0.263%	19
Total		75930443	32902620	43.333%	32902544	76	99.9998%	0.0002%	19



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Signature

Resolution Required: (Ordinary/Special)		Resolution No. 3 Approval for amendment of the existing Articles of Association to conform with the Transaction Documents: Special 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
Public Institutions	Total	32873663	32873663	100%	32873663	0	100%	0	0
	E-Voting								
	Poll	18632581	0	0	0	0	0	0	0
Public Non Institutions	Postal Ballot (if applicable)								
	Total	18632581	0	0	0	0	0	0	0
	E-Voting		27708	0.113%	27697	11	99.96%	0.04%	0
Total	Poll	24424199	1249	0.005%	1249	0	100%	0.00%	19
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	24424199	28957	0.118%	28946	11	99.96%	0.04%	19
		75930443	32902620	43.333%	32902609	11	100%	0.00%	19



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