

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 04, 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: Intimation of 23rd Annual General Meeting and Record Date

Dear Sir,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") this is to inform you that 23rd Annual General Meeting of the Members of the Company is scheduled to be held on Thursday, August 31, 2017 at 12.00 noon at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053, Maharashtra (AGM notice attached).

As per section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting"). The instructions for e-voting are mentioned in the Notice.

Further pursuant to Regulation 42 of Listing Regulations, Register of Members and Share Transfer Books will remain closed from Friday, August 25, 2017 to Thursday, August 31, 2017 (both days inclusive) and the Record Date for the purpose of determining the Members eligible to receive Dividend recommended by the Board of Directors for the financial year 2016-17 will be Thursday, August 24, 2017.

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

Thanking you.

Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht

Group Head Secretarial

Encl- a/a



NOTICE

Balaji Telefilms Limited

CIN: L99999MH1994PLC082802

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West), Mumbai - 400 053, Maharashtra. **Tel No:** 022 40698000 **Fax No:** 022 40698181
Website: www.balajitelefilms.com **Email-id:** investor@balajitelefilms.com



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the Members of Balaji Telefilms Limited will be held on Thursday, August 31, 2017 at 12.00 noon at "The Club" 197, D. N. Nagar, Andheri (West), Mumbai-400 053, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tusshar Kapoor (DIN: 00005088), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare final dividend for the financial year ended on March 31, 2017.
4. To appoint Statutory Auditors and fix their remuneration and for that purpose to pass the following resolution as Ordinary Resolution.

"RESOLVED that pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of Audit Committee, M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, to hold office for a period of five years from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year 2021-22, subject to ratification of appointment by the members of the Company at every subsequent Annual General Meeting on a remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER that any one of the Directors and the Group Head Secretarial of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as are necessary to give effect to the above resolution."

SPECIAL BUSINESS:

5. Payment of Commission to Non-Executive Director for a period of 5 years w.e.f. April 1, 2017

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED that pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to recommendations of Nomination & Remuneration Committee, the approval of members be and is hereby accorded for the payment of commission for each financial year to the Director(s) of the Company who is/are neither in the whole-time employment nor Managing Director(s), in accordance with and upto the limits laid down under the provisions of Section 197 of the Act, computed in the manner specified hereunder, for a period of 5 years from the financial year commencing April 1, 2017.

Mr. Jeetendra Kapoor (Non-Executive Director)	0.80% of the Net Profits of the Company computed in the manner laid under Section 198 of the Act.
Other Non-Executive Director(s)	0.20% of the Net Profits of the Company computed in the manner laid under Sections 198 of the Act, subject to limit of ₹ 5,00,000/- (Five lacs) per Director

NOTICE (CONTD.)

RESOLVED FURTHER that any one of the Directors and the Group Head Secretarial of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as are necessary to give effect to the above Resolution."

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai - 400 053, Maharashtra.
CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

Place: Mumbai
Date: May 23, 2017

**By order of the Board of Directors
For Balaji Telefilms Limited**

Sd/-
Simmi Singh Bisht
Group Head Secretarial
(Membership No. A23360)

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. 5 above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under Item No. 2 pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. If a proxy is appointed for more than 50 Members, the proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the Meeting. In case proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
3. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
4. Members/Proxies should fill in the Attendance slip for attending the meeting and carry the same to the meeting.
5. The Register of Members and Share Transfer Books will remain closed from Friday, August 25, 2017 to Thursday, August 31, 2017 (both days inclusive).
6. The Final Dividend for the financial year ended March 31, 2017 as recommended by the Board, if approved at the Annual General Meeting, will be paid on or after Tuesday, September 5, 2017 to those Members whose name appears in the Register of Members of the Company as on Thursday, August 24, 2017.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository

Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

8. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Karvy Computershare Private Limited/Investor Service Department of the Company immediately.
9. The Board of Directors, at their meeting held on Tuesday, May 23, 2017 has appointed Mr. Bhavesh Desai, Practicing Company Secretary, as Scrutinizer for conducting the E-voting and poll process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or person authorized by him after the completion of scrutiny, and the result of the voting will be announced by any Director or Group Head Secretarial, of the Company duly authorized, on or before Saturday, September 2, 2017 at the Registered Office of the Company and will also be displayed on the Company's website (www.balajitelefilms.com), and communicated to the Stock Exchanges, Registrar and Share Transfer Agent on the said date. The Board of Directors has appointed the Group Head Secretarial as the person responsible for this process.
10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote E-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote E-voting to all members as per the applicable regulations relating to E-voting. The E-voting instructions have been given below explaining the process of remote E-voting with necessary user ID and password along with procedure for such E-voting. Such remote E-voting facility is in addition to voting that may take place at the venue of the meeting on Thursday, August 31, 2017.
11. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or remote E-voting. If Members opt for remote E-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote E-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
12. A Member cannot exercise his vote by proxy on E-voting.
13. The E-voting period commences on Sunday, August 27, 2017 (11.30 a.m. IST) and ends on Wednesday, August 30, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 25, 2017 may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, Friday, August 25, 2017. Any person who is in receipt of this notice but is not a member as on the cut-off date, should treat this notice for information purpose only.
15. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Annual General Meeting and holds shares as on the cut-off date, may obtain the login ID and password by sending a request at investor@balajitelefilms.com. However, if such person is already registered with Karvy Computershare Private Limited, for remote E-voting, he may use his existing user ID and password for casting their vote.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. The particulars as required by Rule 20 of the Companies(Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard in English and (ii) Mumbai Lakshadeep, in Marathi having wide circulation in the district where the Registered Office of the Company is situated.

NOTICE (CONTD.)

18. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and members who hold shares in physical form are requested to write their folio numbers in the Attendance slip for attending the meeting.
19. Members are requested to notify any change of their address to the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower - B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana.
20. The Ministry of Corporate Affairs has taken a **"Green Initiative in Corporate Governance"** by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies are permitted to serve communications through electronic mode to those members who have registered their E-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their Email-id. Members holding shares in demat form are requested to register/update their E-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their Email-address, are entitled to receive such communication in physical form upon request.
21. Members may also note that this notice will be available on the Company's website: www.balajitelefilms.com. Relevant documents referred to in the Notice and the accompanying Statements are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
22. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the depository participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Karvy Computershare Private Limited/Investor Service Department of the Company.
23. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The details of the unpaid/unclaimed amounts lying with the Company as on Wednesday, August 31, 2016 (date of last Annual General Meeting) are available on the website of the Company <https://www.balajitelefilms.com> and on Ministry of Corporate Affairs' website. The shareholders whose dividend/shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
24. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules after the due date of May 31, 2017.
25. Information and other instructions relating to E-voting are as under:

INSTRUCTIONS FOR E-VOTING:

1. Use the following URL for E-voting: <https://evoting.karvy.com>.
2. Enter the login credentials [i.e., user ID and password mentioned in your Email/Attendance slip/ Proxy form/Your Folio No./DP ID/Client ID will be your user ID. However, if you are already registered with Karvy for E-voting, you can use your existing user id and password for casting your vote.
3. After entering the details appropriately, click on "LOGIN".
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential for casting your vote in a secure manner.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., Balaji Telefilms Limited.
7. On the voting page, the number of equity shares (which represents the number of votes) as held by the member, on the cutoff date will appear.
8. If you desire to cast all the votes assenting/ dissenting to the resolution, then enter all Equity Shares and click "FOR" / "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the Equity Shares held will not be counted under either head.
9. Members holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
10. Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be

displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution

OTHER INSTRUCTIONS:

1. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the member who has cast his/her vote electronically shall not be able to vote in meeting again, and his/her earlier vote (cast through e-means) shall be treated as final.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and E-voting User Manual available at the "download" section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited on **1800 345 4001** (toll free).
3. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being, Friday, August 25, 2017.
4. Mr. Bhavesh Desai, Practicing Company Secretary (Membership No. 7899 & CP No. 7711) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
5. The Scrutinizer shall, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, within a period not exceeding three (3) working days from the conclusion of the E-voting period forthwith to the Chairman/or a person authorized by the Chairman in writing of the Company.
6. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.balajitelefilms.com and on Registrar and Share Transfer Agent (RTA) website www.karvycomputershare.com within 48 hours of the conclusion of Annual General Meeting (AGM) of the Company and communicated to the BSE Limited and National Stock Exchange Limited.

NOTICE (CONTD.)

7. The resolution(s) shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
8. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail on bn-desai4u@gmail.com. They may also upload the same in the E-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
9. In case of any query or grievance, please refer to the Help & FAQ section of the website of Karvy Computershare Private Limited at www.karvycomputershare.com or call on 040 67161510 or contact Mrs. Simmi Singh Bisht, Group Head Secretarial at simmi.bisht@balajitelefilms.com.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai - 400 053, Maharashtra.
CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

Place: Mumbai
Date: May 23, 2017

**By order of the Board of Directors
For Balaji Telefilms Limited**

Sd/-
Simmi Singh Bisht
Group Head Secretarial
(Membership No. A23360)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 5**

All Non-Executive Directors of the Company including the Chairman, Mr. Jeetendra Kapoor have been making outstanding advisory contribution to the business of the Company. Company has been benefitting from their collective experience and expertise in various fields of business. The Management of the Company constantly draws upon their experience/knowledge and the Company immensely benefits by their mature advice. Keeping in view the augmented contribution made by the Non-Executive Directors of the Company and based on the recommendation of Nomination & Remuneration Committee, it is proposed that such contribution be

suitably rewarded by way of payment of commission on net profits of the Company for a period of 5 years commencing from April 1, 2017.

The Board recommends the Special resolutions as set out in Item No. 5 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or 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.

Regd. Office:

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CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

Place: Mumbai

Date: May 23, 2017

**By order of the Board of Directors
For Balaji Telefilms Limited**

Sd/-
Simmi Singh Bisht
Group Head Secretarial
(Membership No. A23360)

NOTICE (CONTD.)**ANNEXURE:****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

1. Tusshar Kapoor:

Mr. Tusshar Kapoor, aged 40 years, is the Non-Executive Director of the Company and has been associated with the Company since January 23, 2004. After his undergraduate degree from the University of Michigan, he has obtained a Bachelors degree in Business Administration from the esteemed University of Michigan in the United States. He has won a number of prestigious awards including the Filmfare Awards and Zee Cine Awards for being Best Male Debutant of the Year. He is a very popular actor in the comedy genre, with Golmaal and Kya Kool Hai Hum being among the more notable movie franchises in this genre in recent years. He has experience of over 15 years in Media & Entertainment Industry.

He being a Non-Executive Director is liable to retire by rotation. He was paid sitting fees of ₹ 5,00,000/- for the financial year 2016-17. The Company had held 5 (Five) Board Meetings during the year 2016-17 and all the meetings were attended by him.

Mr. Tusshar Kapoor is related to Mr. Jeetendra Kapoor, Mrs. Shobha Kapoor and Ms. Ekta Kapoor who are also directors of the Company. As on date he holds 20,30,250 shares of Face Value ₹2/- each in the Company.

Directorships including the Company	Committee Memberships
Balaji Telefilms Limited	NIL
Balaji Motion Pictures Limited	NIL
Balaji Teleproducts Limited	NIL
Ekta K. Securities & Investment Private Limited	NIL
Bolt Media Limited	NIL
Alt Digital Media Entertainment Limited	Audit Committee-Member Nomination & Remuneration Committee - Member
Balaji Films & Telly Investments Limited	NIL
Balaji Teledevelopers Private Limited	NIL
Screentestindia.Com Private Limited	NIL

ROUTE MAP TO THE VENUE OF THE 23RD ANNUAL GENERAL MEETING OF THE COMPANY



Landmark : Opp. D. N. Nagar Police Station.

Balaji Telefilms Limited

CIN: L99999MH1994PLC082802

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West),
Mumbai – 400 053, Maharashtra. Tel No: 022 40698000 Fax No: 022 40698181

Website: www.balajitelefilms.com Email-id: investor@balajitelefilms.com



ATTENDANCE SLIP

23rd Annual General Meeting – August 31, 2017

Venue of the Meeting: "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai – 400 053, Maharashtra.

Day, Date & Time: Thursday, August 31, 2017, at 12.00 noon.

Members attending the Meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting hall.

Joint shareholders may obtain Additional Slip at the Venue of the Meeting.

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

* Applicable for Members holding shares in Electronic form.

Signature of Member/Proxy

Balaji Telefilms Limited

CIN: L99999MH1994PLC082802

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West),
Mumbai – 400 053, Maharashtra. Tel No: 022 40698000 Fax No: 022 40698181

Website: www.balajitelefilms.com Email-id: investor@balajitelefilms.com



PROXY FORM

23rd Annual General Meeting – August 31, 2017

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), 2014]

Name	
Registered Address	
Email Id	
DP Id*	
Client Id*	
Folio No.	

* Applicable for Members holding shares in Electronic form.

I/We, _____ of _____ being the member/members of Balaji Telefilms Limited hereby appoint the following as my/our proxy to attend vote (on a poll) for me/us and on my/our behalf at the **23rd Annual General Meeting** of the Company, to be held on Thursday, August 31, 2017 at 12.00 noon at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai – 400 053, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

- Name: _____
Registered Address: _____
Email Id: _____ Signature: _____ or failing him/her
- Name: _____
Registered Address: _____
Email Id: _____ Signature: _____ or failing him/her
- Name: _____
Registered Address: _____
Email Id: _____ Signature: _____

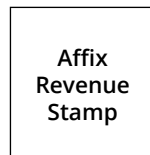
** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sr. No.	Resolution	No. of Shares held	For	Against
1.	Adoption of the Audited Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.			
2.	Appointment of a Director in place of Mr. Tusshar Kapoor (DIN: 00005088), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Declaration of final dividend for the financial year ended March 31, 2017.			
4.	Appointment of Statutory Auditors and fixing their remuneration.			
5.	Payment of Commission to Non-Executive Directors for a period of 5 years w.e.f April 1, 2017.			

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of Member(s)

1. _____ 2. _____



Signature of the Proxy holder(s)

Signed this _____ day of _____ 2017.

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a Member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.