

February 12, 2024

The Chief General Manager Listing Operation, BSE Limited, 20 th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532382	To, Manager - Listing Compliance National Stock Exchange of India Limited 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Name: BALAJITELE
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Dear Sir,

Sub: Application for “In-principle approval” for issue and allotment of 2,38,83,930 (Two Crores Thirty-Eight Lakhs Eighty Three Thousand Nine Hundred and Thirty) convertible warrants (“Warrants”), at an issue price of Rs. 89.60/- per warrant to be issued on preferential basis by Balaji Telefilms Limited (“the Company”) under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended

We, Manwani & Associates, Company Secretaries, have verified the relevant records and documents of Balaji Telefilms Limited with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) have sold any equity shares of the Company during the 90 trading days preceding the Relevant Date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities have sold any equity share of the company during the 90 trading days preceding the Relevant Date.
- None of the Proposed Allottees, except as stated here in below, hold any equity shares of the Company for a period starting from the relevant date till the date of preferential allotment:

Name	No. of Shares	%
Ekta Ravi Kapoor	1,84,33,254	18.23
Atyant Capital India Fund I	40,78,223	4.03
Vanderbilt University- Atyant Capital Management Limited	45,80,064	4.53

- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date, being February 5, 2024) till February 09, 2024 (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Ms. Ekta Ravi Kapoor	IN300214-12244636 IN304295-50655625	1,84,33,254	February 09, 2024	August 30, 2024	NA	NA
Aries Opportunities Fund Limited	IN301348-20352949	Nil	NA	NA	NA	NA
Tano Investment Opportunities Fund	IN303622-10085996	Nil	NA	NA	NA	NA
Elara India Opportunities Fund Limited	IN301348-20011233	Nil	NA	NA	NA	NA
Coeus Global Opportunities Fund	IN301799-10090404	Nil	NA	NA	NA	NA
Atyant Capital India Fund I	IN300167-10121990	40,78,223	February 09, 2024	August 30, 2024	NA	NA
Vanderbilt University-Atyant Capital Management Limited	IN300142-10743921	45,80,064	February 09, 2024	August 30, 2024	NA	NA
TOTAL		2,70,91,541				

(*) client id/ folio no in case allottee hold the securities in physical form

Note: The Company has received confirmation from NSDL regarding the lock-in of pre-preferential holding of the Proposed Allottees on February 09, 2024. The Relevant Date is February 05, 2024.

The Proposed Allottees have confirmed that they have not dealt in the equity shares of the Company during the period from Relevant Date (being February 05, 2024) till the date of receipt of lock-in confirmation (i.e. February 09, 2024).

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.



- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.
- g) ~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. _____ is more than 5% of the post issue fully diluted share capital of the issuer.~~

OR

The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2023-24 is less than 5% of the post issue fully diluted share capital of the issuer.

**For Manwani & Associates
Practicing Company Secretaries**

**Manish Manwani
Proprietor
Mem No.: 29163
COP No: 23510
PR No.: 4330/2023
UDIN: A029163E003414701
Date: February 12,2024
Place: Gurugram**