



## **Balaji Telefilms Limited**

CIN: L99999MH1994PLC082802

Registered Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries,  
New Link Road, Andheri (W), Mumbai - 400053, Maharashtra. Tel: 40698000, Fax: 40698181/82/83

Website: [www.balajitelefilms.com](http://www.balajitelefilms.com), Email: [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com)

### **POSTAL BALLOT NOTICE**

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and applicable provisions of Companies Act, 1956, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( hereinafter referred to as "Listing Regulations"), and pursuant to other applicable laws and regulations, the resolutions being forwarded herewith are proposed to be passed by the members by way of Postal Ballot or Electronic Voting (E-voting). Members, who are not voting electronically, may use the attached Business Reply Envelope to send the Postal Ballot to record their assent or dissent to the said resolutions.

#### **SPECIAL BUSINESS:**

#### **Item No.1: Approval of Balaji Telefilms - Employee Stock Option Plan 2017 ("BALAJI TELEFILMS ESOP 2017") and grant of Employees Stock Options to the Employees of the Company thereafter.**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:-

**"RESOLVED** that pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 applicable provisions of the Companies Act, 1956 if any, the Memorandum and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), if any and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and are hereby accorded respectively to the Balaji Telefilms Employee Stock Option Plan 2017 ('**Balaji Telefilms ESOP 2017**') and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company], whether whole time or otherwise, not exceeding 53,22,655 options, exercisable into not more than 53,22,655 Equity Shares, being 5 (Five)% of the paid up equity share capital of the Company on fully diluted basis, under Balaji Telefilms ESOP 2017, every 1(One) Option giving the right but not obligation to the holder, to subscribe to, 1(One) fully paid Equity Share Face Value Rs. 2 (Two) each, of the Company, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws or guidelines issued by the relevant Authority(ies).

**RESOLVED FURTHER** that all actions taken by the Board in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, if required under applicable laws and regulations, are hereby specifically approved and ratified.

**RESOLVED FURTHER** that the Board be and is hereby further authorised to issue and allot Equity Shares upon exercise of the options from time to time in accordance with the Plan and such equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER** that in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders("Additional Shares"), the ceiling as aforesaid of 53,22,655 options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER** that in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rs.2 (Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER** that the Board be and is hereby also authorised at any time to modify, change, vary, amend, suspend or terminate Balaji Telefilms ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of Members execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, amendment, suspension or termination of Balaji Telefilms ESOP 2017 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER** that the Company shall confirm to the accounting policies prescribed from time to time under any applicable laws and regulations to the extent relevant and applicable to Balaji Telefilms ESOP 2017.

**RESOLVED FURTHER** that Mrs. Shobha Kapoor - Managing Director and Mrs. Simmi Singh Bisht - Group Head Secretarial be and are hereby severally authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, being incidental to the effective implementation and administration of Balaji Telefilms ESOP 2017 as also to prefer applications to the appropriate authorities, as also to initiate all necessary actions for the preparation and filing, if required, with SEBI/Stock Exchange(s), and all other documents required to be filed in the above connections and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

**Item No. 2: Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employees Stock Option Plan 2017.**

"**RESOLVED** that pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 applicable provisions of the Companies Act, 1956 if any, the Memorandum and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and are hereby accorded respectively to the Balaji Telefilms Employee Stock Option Plan 2017 ('**Balaji Telefilms ESOP 2017**') and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company], whether whole time or otherwise, of any existing or future Subsidiary Company(ies) of the Company whether in or outside India, not exceeding 53,22,655 options, exercisable into not more than 53,22,655 Equity Shares, being 5 (Five)% of the paid up equity share capital of the Company on fully diluted basis, under Balaji Telefilms ESOP 2017, every 1(One) Option giving the right but not obligation to the holder, to subscribe to, 1(One) fully paid Equity Share of Face Value Rs. 2 (Two) each, of the Company, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws or guidelines issued by the relevant Authority(ies).

**RESOLVED FURTHER** that all actions taken by the Board in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, if required under applicable laws and regulations, are hereby specifically approved and ratified.

**RESOLVED FURTHER** that the Board be and is hereby further authorised to issue and allot Equity Shares upon exercise of the options from time to time in accordance with the Plan and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER** that in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders("Additional Shares"), the ceiling as aforesaid of 53,22,655 options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER** that in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rs.2 (Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER** that the Board be and is hereby also authorised at any time to modify, change, vary, amend, suspend or terminate Balaji Telefilms ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, amendment, suspension or termination of Balaji Telefilms ESOP 2017 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER** that the Company shall confirm to the accounting policies prescribed from time to time under any applicable laws and regulations to the extent relevant and applicable to Balaji Telefilms ESOP 2017.

**RESOLVED FURTHER** that Mrs. Shobha Kapoor – Managing Director and Mrs. Simmi Singh Bisht – Group Head Secretarial be and are hereby severally authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, being incidental to the effective implementation and administration of Balaji Telefilms ESOP 2017 as also to prefer applications to the appropriate authorities, as also to initiate all necessary actions for the preparation and filing, if required, with SEBI/Stock Exchange(s), and all other documents required to be filed in the above connections and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

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Website: [www.balajitelefilms.com](http://www.balajitelefilms.com)

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

**Simmi Singh Bisht  
Group Head Secretarial  
(Membership No. A23360)**

**Place: Mumbai  
Date: November 10, 2017**

**Notes:**

1. The relevant Explanatory Statement pursuant to Sections 102 (1) and 110 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Board of Directors in their meeting held on November 10, 2017, have appointed Mr. Bhavesh Desai, Practicing Company Secretary, as Scrutinizer to receive and scrutinize the completed Ballot Papers from the Members.

3. The Postal Ballot Notice is being sent to the Members whose name appears in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on November 24, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the Email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose Email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope.
4. Members whose name appears on the Register of Members/List of Beneficial Owners as on November 24, 2017 will be considered for the purpose of voting.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting i.e. either by Physical Ballot Forms or E-voting. In case members cast their votes through both the modes, voting done by E-voting shall prevail and votes cast through physical Ballot Forms will be treated as invalid. The ballot period commences on December 1, 2017 (9:00 a.m.) and ends on December 30, 2017 (5:00 p.m.).
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than December 30, 2017 at 5:00 p.m.
9. The Scrutinizer will submit his report to the Chairman after completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorised on or before January 1, 2018.
10. The date of declaration of results of Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**1) Instructions for Members for E-voting are as under:**

**a) In case of Members receiving Email from Karvy:**

- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com> or click on the link provided in the Email.
- (ii) The E-voting period commences on December 1, 2017 (9:00 a.m.) and ends on December 30, 2017 (5:00 p.m.). During this period shareholders' of the Company, may cast their vote electronically. The E-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- (iii) Enter the login credentials (i.e., user ID and password) mentioned on the Postal Ballot Form. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KCPL for E-voting, you can use your existing user ID and password for casting your vote.

User - ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID  For Members holding shares in Physical Form :- Even no. (as given in Postal Ballot Form) followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / sent to you via email.
Captcha	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iv) After entering these details appropriately, click on "LOGIN"

- (v) Members holding shares in Demat/Physical form and using E-voting facility of KCPL, for the first time, will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum Eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#, etc). Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for E-voting through KCPL's E-voting platform. System will prompt you to change your password and update any contact details like Mobile no., Email ID etc., on 1st Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, the system will prompt to select the EVENT i.e., **Balaji Telefilms Limited**.
- (viii) If you are holding shares in Demat Form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other Company, then your existing Login ID and password are to be used.
- (ix) On the voting page, you will see resolution description and against the same options 'FOR / AGAINST' for Voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST' or alternatively you may partially enter any number in 'FOR' and partially 'in 'AGAINST' but the total number in 'FOR/AGAINST taken together should not exceed your total shareholding.
- (x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate/Institutional Members (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scanned copy (PDF format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through E-mail [bn-desai4u@gmail.com](mailto: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."
- (xiii) Please contact our toll free No. **1800 345 4001** for any further clarifications.

**b) In case of Members receiving Postal Ballot Form by Post and opting for voting through Electronic means:**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) **Please follow all steps from a) above, to cast vote.**
- (iii) In case you have forgotten your password, click on the "Forgot Password" link on the home page of the website <https://evoting.karvy.com>. You can retrieve password through the following three options:
- (iv) **Easy SMS:** If you have your mobile number registered against your Folio Number / DP ID Client ID, send SMS: MYEPWD followed by your Folio Number / DP ID Client ID without any gap to 9212993399. Please make sure that your mobile is free from SMS NOT ALLOWED facility.
- (v) **E-Voting Website:** If E-mail is registered against your Folio Number / DP ID Client ID, enter your Folio Number / DP ID Client ID and PAN to receive password.

- (vi) **Customer Care:** Call the Customer Care 1800 345 4001 for related services such as to reset password, unlock the account, register new E-mail, mobile, etc or send an Email to [evoting@karvy.com](mailto:evoting@karvy.com).
- (vii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and Evoting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the telephone No.: (Toll Free No. 1800 345 4001)
- (viii) If you are already registered with KCPL for E-voting then you may use your existing user ID and password for casting your vote.
- (ix) You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication (s).
- (x) The Voting rights of the Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company, as on the cut-off date of November 24, 2017.

**Regd. Office:**  
C-13, Balaji House, Dalia Industrial Estate,  
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Website: [www.balajitelefilms.com](http://www.balajitelefilms.com)

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

**Simmi Singh Bisht  
Group Head Secretarial  
(Membership No. A23360)**

**Place: Mumbai  
Date: November 10, 2017**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Company appreciates the critical role Employees play in the organizational growth. It strongly feels that the value created by its Employees should be shared by them. To promote the culture of Employee ownership, the Company is issuing Employee Stock Options to the employees under BALAJI TELEFILMS ESOP 2017. The approval of the Members is desired for the grant, issue and allotment of the options to the Employees under BALAJI TELEFILMS ESOP 2017 and further implementation of the BALAJI TELEFILMS ESOP 2017.

**The following Explanatory Statement setting out the material facts in relation to the Special Resolutions No.1 and 2 proposed pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 and Regulation 6(2) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:**

#### **1. Brief description of the Plan(s)**

The BALAJI TELEFILMS Employees Stock Option Plan 2017 ('BALAJI TELEFILMS ESOP 2017') encourages a long term and committed involvement of the Employees in the management and future of the Company. The objective of the Plan is to encourage ownership of the Company's equity by its Employees on an ongoing basis. The Plan is intended to reward the Employees for their contribution to the successful operation of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Plan will enable the Company to attract and retain the best available talent by making them partners in business and its growth.

The Plan seeks to grant to the Employees, options convertible into equal number of Equity Shares of Face Value Rs. 2(Two) each of the Company. It further empowers the Board of Directors (or such Committee including the Nomination and Remuneration Committee or such officers of the Company to whom the Board may delegate these powers) to amend, vary or modify the terms and conditions pertaining to the grant of options, pricing of options, issue or allotment of Equity Shares or warrants pursuant to the options, to make adjustments as may be required and to the extent permissible in law for dividends, bonus and other rights that may accrue in respect of the options granted.

**2. Total number of options to be granted:**

The total number of options granted under BALAJI TELEFILMS ESOP 2017 shall not exceed 53,22,655 number of options convertible into equivalent number of shares of Face Value Rs. 2 (Two) each equivalent to being 5 (Five)% of the paid up Equity Share Capital of the Company on fully diluted basis.

**3. Identification of classes of employees entitled to participate in the Employee Stock Option Plan:**

The following classes of the Employees are entitled to participate:

- (i) a permanent Employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or
- (iii) an Employee as defined in clauses (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the Company or of an associate company but does not include-
  - (a) an Employee who is a Promoter or a person belonging to the Promoter Group; or
  - (b) a Director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company;

**Resolution under item No. 2 of this notice appropriately authorizes the Board to grant Options to the Employees of the Subsidiary company (ies) in any Financial Year.**

**4. Requirements of vesting and period of vesting:**

All the grants made under the plan shall, unless otherwise specified in the Grant, vest in the following manner:

Sr. No.	Vesting Date	% of Options Granted that shall Vest
1	12 months from the Grant Date	25 (Twenty Five)%
2	24 months from the Grant Date	35 (Thirty Five)%
3	36 months from the Grant Date	40(Forty)%
	<b>Total</b>	<b>100 (One Hundred)%</b>

**5. Maximum period (subject to Regulation 18(1) or 24(1) of the Regulations, as then case may be) within which the options shall be vested:**

The maximum period for vesting of the options is three years from the date of offer/grant.

**6. Exercise Price or pricing formula:**

The Exercise Price shall be a price at 25% discount to the last closing market price and may be determined by the Board or the Nomination and Remuneration Committee from time to time after considering the Fair Market Value of the shares.

**7. Exercise Period and the process of Exercise:**

The Exercise Period would be 3(Three) years from the Last Vesting Date.

The Employee may, at any time during the Exercise Period, and subject to fulfillment of conditions laid out in BALAJI TELEFILMS ESOP 2017, exercise some or all of the Vested Options.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time.

**8. Appraisal Process for determining the eligibility of the employees to ESOPs:**

The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration Committee, and will be based on criteria such as role / designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.

**9. Maximum number of options to be issued per employee and in aggregate:**

The Plan provides discretion to the Board to determine the Total No. of options that may be granted to the employees in any Financial Year (which shall not exceed 53,22,655 options in aggregate).

**10. Maximum quantum of benefits to be provided per Employee under the Plan:**

The Maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the market price of the Share as on the date of sale of Share.

**11. Whether the Plan is to be implemented and administered directly by the Company or through a trust**

The Plan is to be implemented and administered directly by the Company without forming or involving any trust.

**12. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both**

The Plan involves issue of new shares against exercise of options. There is no involvement of trust and therefore there will not be any secondary acquisition.

**13. The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.**

BALAJI TELEFILMS ESOP 2017 is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, provision of any loan to a Trust under the Plan does not arise.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purposes of the Plan(s)**

BALAJI TELEFILMS ESOP 2017 is to be implemented and administered directly by the Company without forming or involving any trust. Therefore, the Plan does not envisage any secondary acquisition.

**15. Statement for conformation to the accounting policies specified in Regulation 15**

The Company shall follow the requirements of the 'Guidance Note on Accounting for Employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

**16. Method which the Company shall use to value its options**

Options will be valued at market value of the share

**17. Declaration**

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the Members is being sought by way of a special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations

A draft copy of the BALAJI TELEFILMS ESOP 2017 is available for inspection at the Company's Registered Office / Corporate Office during official hours on all working days.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in this Resolution, except to the extent of the Shares that may be offered to them under the Plan.

**Regd. Office:**

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

**Simmi Singh Bisht  
Group Head Secretarial  
(Membership No. A23360)**

Place: Mumbai

Date: November 10, 2017



# Balaji Telefilms Limited



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Tel: 40698000, Fax: 40698181/82/83

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. :

1. Name and Registered Address of the Sole/First Named Shareholder (in Block Letters) :

2. Name(s) of the Joint Holder (s), If any (in Block Letters) :

3. Registered Folio No./DP ID No./ Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized form)

4. Number of Equity Shares held as on November 24, 2017 :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot/remote E-voting ("E-voting") for the business stated in the Notice of Postal Ballot dated November 10, 2017 issued by the Company by conveying my/our assent or dissent to the said resolutions by placing a tick (✓) mark in the appropriate box below :

Sr. No.	Description	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval of Balaji Telefilms - Employee Stock Option Plan 2017 ("BALAJI TELEFILMS ESOP 2017") and grant of Employees Stock Options to the Employees of the Company thereafter.			
2.	Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employees Stock Option Plan 2017.			

Place :

Date :

Signature of the Member / Beneficial Owner

**NOTE: Last Date for receipt of Postal Ballot Form by the Scrutinizer: Saturday, December 30, 2017 before 5.00 p.m.**

Following particulars to be used only in case Member opts for E-voting

### ELECTRONIC VOTING PARTICULARS

Users who wish to opt for E-voting may use the following login credentials.

ELECTRONIC VOTING SEQUENCE NUMBER (EVSN)	USER ID	PAN / SEQUENCE NO

**Note: Please read carefully the instructions printed overleaf before exercising your vote**

## INSTRUCTIONS

### I. FOR MEMBERS OPTING FOR E-VOTING

The Company is providing E-voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form ("Form"). E-voting is optional. The detail and procedure with respect to E-voting is explained in the Notice of Postal Ballot.

### II. FOR MEMBERS OPTING FOR PHYSICAL BALLOT

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the enclosed self-addressed Postage Prepaid Envelope / Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
2. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the Company in respect of shares held in the physical form or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the dematerialized form. Unsigned Postal Ballot Form will be rejected.
3. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / authority together with attested specimen signature(s) of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the Seal of his office. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
5. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Member(s).
7. Duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) should reach the Scrutinizer, C/o Karvy Computershare Pvt. Ltd., Unit: Balaji Telefilms Limited, Karvy Selenium Tower B, Plot No. 31-32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032 not later than the close of working hours at 5:00 p.m. on Saturday, December 30, 2017. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
8. Votes will be considered invalid on the following grounds:
  - if the Member's signature does not tally.
  - if the Member has marked all his shares both in favor and also against the respective resolution.
  - if the Postal Ballot Form is unsigned.
  - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
  - if the information filled in the form is incomplete.
  - if any other form or photocopy of the Postal Ballot Form is used.
9. The vote in this Postal Ballot cannot be exercised by a proxy.
10. Duplicate copy of the Postal Ballot Form can be obtained on written request from Karvy Computer Share Private Limited, Registrar and Share Transfer Agents from their office at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Serilingampally Hyderabad - 500032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction above. Members can download the postal ballot form from the link <https://evoting.karvy.com/>