

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



December 31, 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

Dear Sirs,

Sub: Results of E- voting and Postal Ballot pursuant to Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is further to our letter dated November 30, 2017 intimating the completion of dispatch of Postal ballot Notice along with Postal Ballot form to the Members of the Company.

In this regards, please note that Mr. Bhavesh Desai, Practicing Company Secretary who was appointed as the Scrutinizer for the aforesaid E-voting and Postal Ballot process has submitted his report on December 30, 2017.

In accordance with the said report, the Memebers of the Company have approved the Special Resolutions with requisite majority as embodied in the Postal ballot Notice dated November 10, 2017 for (i) Approval of Balaji Telefilms Limited- Employee Stock Option Plan 2017 (" Balaji Telefilms ESOP 2017") and grant of Employees Stock Options to the Employees of the Company thereafter; and (ii) Grant of stock options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefims Employees Stock Option Plan 2017.



The results of the Postal Ballot were accordingly announced on December 30, 2017.

We enclose herewith:

- Results of E-voting and Postal Ballot;
- Scrutinizer's Report.

You are requested to kindly take the above information on record and upload it on your respective websites.

Thanking You.

Yours truly,

For Balaji Telefilms Limited



Simmi Singh Bisht

Group Head Secretarial

Membership No: A23360



Encl: as above



B. DESAI & ASSOCIATES

B.COM. LLB. FCS
PRACTISING COMPANY SECRETARY

Report of Scrutinizer
[Pursuant to sections 108, 110 of the Companies Act, 2013 and rule 20 and 22 of the
Companies (Management and Administration) Rules, 2014]

To,
Simmi Singh Bisht
Group Head Secretarial
C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Indl. Estate, New Link Road,
Andheri West, Mumbai 400053, Maharashtra

Dear Madam,

Sub: Scrutinizer Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Postal Ballot Notice ("Notice") dated November 10, 2017 through Postal Ballot

I, Bhavesh Desai, proprietor of M/s. B. Desai & Associates, a Practising Company Secretary in whole-time practice, appointed as the Scrutinizer for the purpose of scrutinizing postal ballot voting including voting by electronic means ("voting") in a fair and transparent manner and ascertaining the requisite majority on postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice of the Company dated November 10, 2017 through Postal Ballot.

Management's Responsibility

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 for the resolutions stated in the Notice.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Notice. My report is based on verification of data provided by Karvy Computershare Private Limited ("Karvy"), the Registrar and Transfer Agent of the Company from the e-voting system and postal ballots received through post till 5:00 p.m. on December 30, 2017, the time fixed for closing of the voting process.

I submit my report as under:

1. The voting period for e-voting remained open from December 1, 2017 (9:00 a.m.) to December 30, 2017 (5.00 p.m.).
2. The voting period for exercising the vote by Physical Postal Ballot i.e. the ballot period remained open from December 1, 2017 (9:00 a.m.) to December 30, 2017 (5.00 p.m.).
3. The members of the Company as on the "Cut off" date i.e. November 24, 2017 were entitled to vote on the resolution as set out in the Notice.



Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067
Email id: bndesai4u@gmail.com

Simmi Singh Bisht



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4. After the time fixed for closing of the e-voting, i.e. 5:00p.m. on December 30, 2017, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://evoting.karvy.com> of Karvy. Based on such reports generated by Karvy and relied upon by me, data regarding the e-votes was scrutinized on test check basis.
5. The postal ballots received by post by Company till the time fixed for closing of the Postal Ballot i.e. 5:00 p.m. on December 30, 2017, were scrutinized and reconciled with the records maintained by the Company through Karvy and the authorizations lodged with the Company on test check basis.

The results of the voting in respect of passing of the resolutions contained in Notice, is as under:

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
1.	Special Resolution: The resolution for 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	E-Voting	32906831	99.7942%	67889	0.2058%	32974720
		Ballot Paper	4323	98.5412%	64	1.4588%	4387
		Total	32911154	99.7940%	67953	0.2060%	32979107

#The total votes received through ballot papers are 4403, out of which, 16 votes were invalid.



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Signature



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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	
2.	Special Resolution: The resolution for Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employees Stock Option Plan 2017	E-Voting	32906826	99.7941%	67894	0.2059%	32974720
		Ballot Paper	4323	98.5411%	64	1.4588%	4387
		Total	32911149	99.7939%	67958	0.2061%	32979107

The total votes received through ballot papers are 4403, out of which, 16 votes were invalid.



Signature



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Notes:

1. Based on the data furnished to me and verified by me as above, all the aforesaid resolutions contained in Notice are passed with requisite majority of the shareholders as specified under the Companies Act, 2013.
2. The figures in percentage have been rounded off to four (4) decimal points.
3. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
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.
6. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company and (iii) website of Karvy. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you

Yours faithfully,
For B. Desai and Associates
Practising Company Secretary
Membership No.: 7899

Bhavesh Desai
C.P.No.: 7711



Date: December 30, 2017
Place: Mumbai



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Annexure A

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

Date of Declaration of Postal Ballot and E-voting Results	December 30, 2017
Total number of shareholders on record date	24401
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video conferencing Promoters and Promoter Group: Public	Not Applicable

Resolution Required: (Ordinary/Special)				Resolution 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: Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				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.					
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

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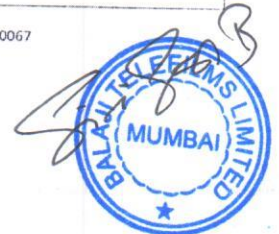
Promoter and Promoter Group	E-Voting	32873663	32873663	100	32873663	0	100	0	0
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	32873663	32873663	100	32873663	0	100	0	0
Public Institutions	E-Voting	19071693	67788	0.3554	0	67788	0	100	0
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	19071693	67788	0.3554	0	67788	0	100	0
Public Non Institutions	E-Voting	49185087	33269	0.0676	33168	101	99.6964	0.3035	0
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		4387	0.0089	4323	64	98.5411	1.4588	16
	Total	49185087	37656	0.0765	37491	165	99.5485	0.45145	16
Total		101130443	32979107	32.6105	32911154	67953	99.7940	0.2060	16

Resolution Required: (Ordinary/Special)	Resolution 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: Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	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.



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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		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		32873663	32873663	100	32873663	0	100	0
Public Institutions	E-Voting	19071693	67788	0.3554	0	67788	0	100	0
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total		19071693	67788	0.3554	0	67788	0	100
Public Non Institutions	E-Voting	49185087	33269	0.0676	33163	106	99.6813	0.3186	0
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		4387	0.0089	4323	64	98.5411	1.4588	16
	Total		49185087	37656	0.0765	37486	170	99.5485	0.4515
Total		101130443	32979107	32.6105	32911149	67958	99.7939	0.2061	16



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Annexure A

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

Date of Declaration of Postal Ballot and E-voting Results	December 30, 2017
Total number of shareholders on record date	24401
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video conferencing Promoters and Promoter Group: Public	 Not Applicable Not Applicable



Resolution Required: (Ordinary/Special)		Resolution 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: Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		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.									
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		NA	NA	NA	NA	NA	NA	NA		
	Postal Ballot (if applicable)		0	0	0	0	0	0	0		
Public Institutions	Total	32873663	32873663	100	32873663	0	100	0	0		
	E-Voting	19071693	67788	0.3554	0	67788	0	100	0		
	Poll		NA	NA	NA	NA	NA	NA	NA		
Public Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	0		
	Total	19071693	67788	0.3554	0	67788	0	100	0		
	E-Voting	49185087	33269	0.0676	33168	101	99.6964	0.3035	0		
Total	Poll		NA	NA	NA	NA	NA	NA	NA		
	Postal Ballot (if applicable)		4387	0.0089	4323	64	98.5411	1.4588	16		
	Total	49185087	37656	0.0765	37491	165	99.5485	0.45145	16		
		101130443	32979107	32.6105	32911154	67953	99.7940	0.2060	16		



Resolution Required: (Ordinary/Special)		Resolution 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: Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		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.									
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Promoter and Promoter Group	E-Voting	32873663	32873663	100	32873663	0	100	0	0		
	Poll		NA	NA	NA	NA	NA	NA	NA		
	Postal Ballot (if applicable)		0	0	0	0	0	0	0		
	Total	32873663	32873663	100	32873663	0	100	0	0		
Public Institutions	E-Voting	19071693	67788	0.3554	0	67788	0	100	0		
	Poll		NA	NA	NA	NA	NA	NA	NA		
	Postal Ballot (if applicable)		0	0	0	0	0	0	0		
	Total	19071693	67788	0.3554	0	67788	0	100	0		
Public Non Institutions	E-Voting	49185087	33269	0.0676	33163	106	99.6813	0.3186	0		
	Poll		NA	NA	NA	NA	NA	NA	NA		
	Postal Ballot (if applicable)		4387	0.0089	4323	64	98.5411	1.4588	16		
	Total	49185087	37656	0.0765	37486	170	99.5485	0.4515	16		
Total		101130443	32979107	32.6105	32911149	67958	99.7939	0.2061	16		

