

# 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



May 26, 2017

To,

**BSE Ltd.,**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai 400 001

**Stock Code: 532382**

**National Stock Exchange of India Ltd.**

"Exchange Plaza",

Bandra-Kurla Complex, Bandra (East),

Mumbai 400051

**Stock Code: BALAJITELE**

Dear Sirs/Madam,

**Sub: Disclosure of voting results in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") with respect to the Court Convened Meeting held on May 24, 2017 as per the directions of the National Company Law Tribunal, Mumbai Bench.**

This is with reference to our communication regarding the Court Convened Meeting ("CCM") of the Company. Please note that the CCM of the Company was held on May 24, 2017 at the "The Club", 197 D. N. Nagar, Andheri (West), Mumbai- 400053, Maharashtra, India.

As per the requirements under the Companies Act, 2013 and the rules framed thereunder and the Listing Regulations, the Company had provided the facility of e-voting and postal ballot at the CCM to its shareholders for voting on the business to be transacted at the CCM of the Company.

The Company had appointed Mr. Bhavesh Desai, Practicing Company Secretary as the scrutinizer for e-voting and postal ballot at the CCM of the Company. As per the scrutinizers report, the resolution as set out in the notice of CCM of the Company has been duly approved by the shareholders with requisite majority. The copy scrutinizers report is enclosed herewith.


In accordance with the requirements of Regulation 44(3) of the Listing Regulations read with SEBI circular bearing no. CIR/CFD/CMD/8/2015 dated November 4, 2015, please find the consolidated result of voting held through e-voting and postal ballot at the CCM of the Company enclosed herewith and marked as **Annexure A**.

Kindly take the above information on your record and upload it on your respective sites.

Thanking You

Yours Sincerely

**For Balaji Telefilms Limited**



**Simmi Singh Bisht**

**Group Head Secretarial**

**Encl.: a/a**



## 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**

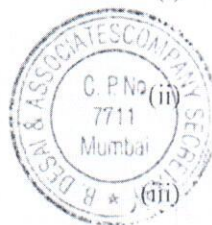
Chairman

Court Convened Meeting of Equity Shareholders of **Balaji Telefilms Limited** Held on Wednesday, May 24, 2017 at 1.00 p.m. at The Club, 197, D. N. Nagar, Andheri (West), Mumbai – 400053, Maharashtra.

Dear Sir,

I, Bhavesh Desai, proprietor of B. Desai & Associates, a Practising Company Secretary in whole-time practice, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process together with physical ballot forms received from the shareholders and the voting through polling paper in physical mode at the Poll held at the Court Convened Meeting of the Company held on Wednesday, May 24, 2017 at 1.00 p.m. at The Club, 197, D. N. Nagar, Andheri (West), Mumbai – 400053, Maharashtra, submit my report as under on the resolution set out in the notice to the Court Convened Meeting of the members 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, postal ballot and poll on the resolution set out in the Court Convened Meeting of Equity Shareholders of the Company. My responsibility as a scrutinizer for the e-voting process, postal ballot 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 Court Convened Meeting 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 postal ballot and e-voting remained open from Monday, April 24, 2017 at 11.30 AM to Tuesday, May 23, 2017 at 5.00 PM.



(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 or by postal ballot.

(iii) The members of the Company as on the "Cut off" date i.e. Friday, April 14, 2017 were entitled to vote on the resolution as set out in the Notice of the Court Convened Meeting of the Equity Shareholders of the Company.



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- (iv) The Votes cast were noted and confirmed on Wednesday, May 24, 2017 in the presence of two witnesses, Ms. Kavita Mendon and Ms. Bhavi Solanki 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. Kavita Mendon	
Ms. Bhavi Solanki	B.K. Solanki

- (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/Ballot Papers, the result of the e-voting process and ballot process are 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 approving the Scheme of Arrangement and Amalgamation involving (i) the demerger of the undertaking pertaining to the film production business of Balaji Motion Pictures Limited, a wholly owned subsidiary, and vesting of the same in Balaji Telefilms Limited; (ii) the	E-Voting	32759768	100%	1	0	32759769
		Postal Ballot	0	0	0	0	0

407, Sanjay Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

Email id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)





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amalgamation of BOLT Media Limited, a wholly owned subsidiary, with Balaji Telefilms Limited in accordance with and on the terms and conditions as stated in the Scheme of Arrangement and Amalgamation.	<b>Polling Paper/B allot Paper</b>	1170	98.3193%	20	1.6807%	1190
	<b>Total</b>	<b>32760938</b>	<b>99.9999%</b>	<b>21</b>	<b>0.0001%</b>	<b>32760959</b>

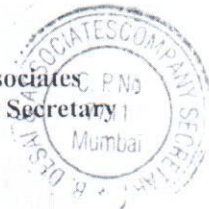
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
5. I have also 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: May 25, 2017

Place: Mumbai

# 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  
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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 Court Convened Meeting of Equity Shareholders	May 24, 2017
Total number of shareholders on record date (i.e. April 14, 2017)	18,753
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	105
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public	NIL

  
A circular blue stamp is visible behind the signature, containing the text "BALAJI TELEFILMS LTD." and "MUMBAI".

Resolution Required: (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				<p>The promoter/promoter group are interested in the agenda/resolution only to the extent of their shareholding directly in the respective companies that are the subject of the Scheme, or to the extent the said persons are interested or involved in any of the companies that are the subject of the Scheme or any entity that directly holds shares in any of the companies.</p> <p>The effect of the Scheme on interests of the Directors or KMPs or their relatives, is not any different from the effect of the Scheme on like interests of other persons.</p>				
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
Promoter and Promoter Group	E-Voting	32061521	32061521	100%	32061521	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		32061521	32061521	100%	32061521	0	100%
Public Institutions	E-Voting	19161670	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19161670	0	0	0	0	0
Public Non Institutions	E-Voting	24707252	698248	2.83%	698247	1	100%	0%
	Poll		1170	0.005%	1150	20	98.29%	1.71%
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24707252	699418	2.831%	699397	21	99.996%
Total		75930443	32760939	43.15%	32760918	21	100%	0%

