



Balaji Telefilms Limited

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West), Mumbai – 400 053.

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of Balaji Telefilms Limited will be held on Thursday, September 22, 2011, at 4:30 p.m., at "The Club" 197, D.N. Nagar, Andheri (W), Mumbai – 400 053, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011, and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend for the financial year ended on March 31, 2011.
3. To appoint a Director in place of Mr. Akshay Chudasama, who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr. Pradeep Sarada, who retires by rotation and, being eligible, seeks re-appointment.
5. To appoint M/s. Deloitte Haskins and Sells, Chartered Accountants, Mumbai, and M/s. Snehal & Associates, Chartered Accountants, Mumbai, as Joint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Ashutosh Khanna, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on August 27, 2010 and who holds office till the date of this Annual General Meeting, and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Ashutosh Khanna as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Tusshar Kapoor, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on August 27, 2010 and who holds office till the date of this Annual General Meeting, and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Tusshar Kapoor as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT subject to the provisions of Section 198, 309

and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and such other necessary permissions, sanctions if any as may be required, the approval of shareholders be and is hereby accorded for the payment of annual remuneration for each financial year to the Non-Executive Director(s) of the Company, aggregating upto a limit of ₹ 3,000,000 (Rupees Thirty Lacs only), in a manner and proportion, as may be decided by the Board of Directors of the Company, for the period of 5 years from the financial year commencing April 1, 2011.

"AND RESOLVED FURTHER THAT Ms. Shobha Kapoor, Managing Director of the Company, Mr. Srinivasa Shenoy, Chief Financial Officer of the Company and Ms. Alpa Khandor, Company Secretary of the Company are be and hereby severally authorised for the purpose of giving effect to this resolution, making relevant application to the Central Government and to take necessary steps and sign/authenticate documents in relation to the above mentioned matter and any other matter ancillary thereof and incidental thereto."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING OF THE COMPANY SHALL BE ENTITLED TO APPOINT ANY PERSON WHETHER A MEMBER OR NOT AS HIS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. Instruments appointing proxies, in order to be valid and effective, must be delivered at the Registered Office of the Company not later than forty-eight hours before the commencement of the meeting.**
2. Members / proxies should bring duly filled Attendance Slips sent herewith for attending the meeting.
3. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item No. 6, 7 and 8 is annexed hereto.
4. All the documents referred to in the accompanying notice, annual report and the Register of Directors' Shareholding are open for inspection by the members at the Registered Office of the Company on all working days between 11:30 a.m. to 3:30 p.m.
5. The Register of Members and Share Transfer Books will remain closed from September 15, 2011 to September 22, 2011 both days inclusive.
6. Pursuant to provisions of Section 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all the unclaimed/unpaid dividend amount remaining unclaimed / unpaid for a period of seven years from the date of its lying in the unpaid dividend account has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members are requested to contact the Company's Registrar and Transfer Agents, for payment in respect of unclaimed / unpaid dividends declared by the Company after August 2004. Members

may please note that no claim shall lie either against the Fund or the Company in respect of dividend which remain unclaimed /unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.

7. Members whose shareholding is in the electronic mode are requested to notify all changes with respect to their address, email id, ECS mandate and bank details to their respective Depository Participants.
8. Members are requested to address all correspondences, including dividend mandates, etc. to the Registrar and Share Transfer Agents – Karvy Computershare Private Limited, Plot No.17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad 500 034, India.
9. Pursuant to the requirements of the Listing Agreements of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be re-appointed is given in the Annexure to the Notice.
10. Across the world, there is an increasing focus on doing our share to help save our environment from further degradation. Recognizing this trend, the Ministry of Corporate Affairs (“MCA”) has vide

Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively, taken a ‘Green Initiative in Corporate Governance’, by allowing paperless compliances through electronic mode. In view of the Company’s strong focus on the environment and eco-sustainability, Balaji Telefilms Limited proposes to send all documents / communications to its shareholders through email. We request you to kindly update your email id with your respective Depository Participant and make this effort of your Company a grand success.

By order of the Board of Directors

Alpa Khandor
Company Secretary

July 15, 2011
Mumbai

Registered Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai – 400 053.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Mr. Ashutosh Khanna was co-opted as an Additional Director of the Company with effect from August 27, 2010 pursuant to Section 260 of the Companies Act, 1956. Mr. Ashutosh Khanna holds office of director upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member alongwith a deposit of ₹ 500/- proposing the candidature of Mr. Ashutosh Khanna for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

The Directors recommend the Resolution set out at Item 6 of the accompanying Notice for the approval of the Members.

None of the directors other than Mr. Ashutosh Khanna may be deemed to be concerned or interested in passing of the said resolution.

ITEM NO. 7

Mr. Tusshar Kapoor was co-opted as an Additional Director of the Company with effect from August 27, 2010 pursuant to Section 260 of the Companies Act, 1956. Mr. Tusshar Kapoor holds office of director upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member alongwith a deposit of ₹ 500/- proposing the candidature of Mr. Tusshar Kapoor for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

The Directors recommend the Resolution set out at Item 6 of the accompanying Notice for the approval of the Members.

Mr. Tusshar Kapoor, Mr. Jeetendra Kapoor, Ms. Shobha Kapoor and Ms. Ekta Kapoor may be deemed to be concerned or interested in passing of the said resolution.

ITEM NO. 8

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 benefiting 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, it is proposed that such contribution be suitably rewarded by way of payment of annual remuneration upto ₹ 500,000 (Rupees Five Lacs only) each. The exact amount to be paid as annual remuneration among the eligible Directors is proposed to be left to the discretion of the Board.

The Board of Directors accordingly recommends the resolutions set out at the item No. 8 of the accompanying Notice for the approval of the Members.

The non-executive Directors Mr. Jeetendra Kapoor, Mr. Akshay Chudasama, Mr. Pradeep Sarma, Mr. D. G. Rajan, Mr. Ashutosh Khanna and Mr. Tusshar Kapoor may be deemed to be concerned or interested in passing of the said resolution.

By order of the Board of Directors

Alpa Khandor
Company Secretary

July 15, 2011
Mumbai

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Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai – 400 053.

Annexure

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED /RE-APPOINTED

Mr. Akshay Chudasama was first appointed on the Board on 17th July, 2000 as an Additional director. He is by profession an Advocate, Bombay High Court and Solicitor, Supreme Court of England & Wales. He has expertise in Joint Venture, Commercial / Contractual Transaction structuring and documentation, Corporate Laws, Mergers & Acquisitions, Anti-dumping and related matters, Consumer Protection, Insurance Sector privatization, Alternate Dispute Resolution, Internet and Cyber Laws. He does not hold any shares in the Company.

| Directorships including the Company | Committee Memberships |
|---------------------------------------------------|-----------------------------------------|
| Name of Company | Name of Committee |
| Balaji Motion Pictures Ltd. | Audit Committee, Remuneration Committee |
| Balaji Telefilms Limited | Audit Committee, Remuneration Committee |
| New Consolidated Construction Company Limited | Audit Committee |
| Godrej Tyson Food Limited | - |
| Cleargrip Hospitality and Entertainment Pvt. Ltd. | - |
| Cleargrip Representations India Pvt. Ltd. | - |
| Bata Limited | - |
| Raymond Limited | - |

Mr. Pradeep Sarda was first appointed on the Board on 17th May, 2004 as an Additional director. Mr. Sarda, a first generation industrialist, is the Chairman of the Sarda Group of Industries and has vast experience in various industries such as Paper, Engineering Files, Construction and Real Estate. Mr. Pradeep Sarda is also Chairman of the Governing Board of Ecole Mondiale World School. He does not hold any shares in the Company.

| Directorships including the Company | Committee Memberships |
|----------------------------------------------------|-----------------------------------------|
| Name of Company | Name of Committee |
| Anchor Files Pvt. Ltd. | - |
| Bandra Diagnostic Centre Pvt. Ltd. | - |
| Balaji Motion Pictures Ltd. | Audit Committee, Remuneration Committee |
| Balaji Telefilms Limited | Audit Committee, Remuneration Committee |
| Grenville Resorts Private Limited | - |
| International Knowledge Park Pvt. Ltd. | - |
| India Food Company Private Limited | - |
| Madhu Construction Pvt. Ltd. | - |
| Macaroni Finance & Trading Pvt. Ltd. | - |
| Mercury Trade Links Limited | - |
| Mumbai Marine Products Pvt. Ltd. | - |
| Nagar Investment & Finance Pvt. Ltd. | - |
| National Tiles & Ind. Pvt. Ltd. | - |
| Parag Properties Pvt. Ltd. | - |
| Pramesh Properties Pvt. Ltd. | - |
| Reddish Investment & Trading Pvt. Ltd. | - |
| Sarda Papers Limited | Remuneration Committee |
| Sinner Engineering File Works Pvt. Ltd. | - |
| Sumadhu Estates Developers Pvt. Ltd. | - |
| Sumadhu Traders Pvt. Ltd. | - |
| Suvmal Properties Pvt. Ltd. | - |
| K. Mohan And Co. (Rubber Products) Private Limited | - |

Mr. Ashutosh Khanna is a Client Partner with Korn/Ferry International's Delhi office, and part of the Global Consumer Markets team in India. Prior to joining Korn/Ferry International, in July 2007, Ashutosh was Chief Operating Officer at Grey Worldwide, India with responsibility for the entire advertising business of the company. Ashutosh was ranked among the top 20 most influential people in Indian advertising in 2006. Ashutosh holds a Bachelor of Science Degree in Zoology from Delhi University and has a Masters degree in Management Study from the University of Mumbai. He does not hold any shares in the Company.

| Directorships including the Company | Committee Memberships |
|-------------------------------------|----------------------------------|
| Name of Company | Name of Committee |
| Balaji Telefilms Limited | Remuneration Committee, Chairman |
| Balaji Motion Pictures Limited | Remuneration Committee, Chairman |

Mr. Tusshar Kapoor was reappointed on the Board on August 27, 2010 as an Additional director. Mr. Kapoor, holds a Bachelor's degree in Management from University of Michigan. He is an established actor in the Hindi film industry. He holds 2,030,250 shares in the Company aggregating to 3.11% of shareholding of the Company.

| Directorships including the Company | Committee Memberships |
|-------------------------------------------------|-----------------------|
| Name of Company | Name of Committee |
| Balaji Telefilms Limited | - |
| Screentestindia.com Private Limited | - |
| Balaji Teledevelopers Private Limited | - |
| Ekta K. Securities & Investment Private Limited | - |
| Balaji Teleproducts Limited | - |
| Balaji Films & Telly Investments Limited | - |
| Balaji Motion Pictures Limited | - |



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Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West), Mumbai – 400 053. Tel: +91 22 4069 8000 Fax: +91 22 4069 8181 / 82 Website: www.balajitelefilms.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

| | |
|------------|--|
| DP.Id* | |
| Client Id* | |

| | |
|-----------|--|
| Folio No. | |
|-----------|--|

Name and Address Of The Shareholder
Number of Shares held :

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company to be held on Thursday, September 22, 2011 at 4:30 p.m. at "The Club", 197, D. N. Nagar, Andheri (West), Mumbai - 400 053.

Notes:

- Interested joint members may obtain attendance slip form the Registered Office of the Company.
- Members / Joint Members / Proxies are requested to bring this slip with them. Duplicate slips will not be issued at the entrance of the meeting hall.

* Applicable for Investors holding Shares in electronic form.

.....
SIGNATURE OF THE SHAREHOLDER / PROXY



Balaji Telefilms Limited

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West), Mumbai – 400 053. Tel: +91 22 4069 8000 Fax: +91 22 4069 8181 / 82 Website: www.balajitelefilms.com

PROXY FORM

| | |
|------------|--|
| DP.Id* | |
| Client Id* | |

| | |
|-----------|--|
| Folio No. | |
|-----------|--|

I/We
being a Member/Members of Balaji Telefilms Ltd. hereby appoint
..... ofor
(failing him) of.....
or (failing him) of.....
as my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, September 22, 2011 at 4:30 p.m. at "The Club", 197, D. N. Nagar, Andheri (West), Mumbai - 400 053, and at any adjournment thereof.

Signed thisday of2011

Signature



*Applicable for Investors holding shares in electronic form.

Note : The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting. The Proxy need not be a member of the Company.