



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 Nineteenth Annual General Meeting of the Members of Balaji Telefilms Limited will be held on Monday, July 29, 2013, at 4:00 p.m., at "The Club" 197, D.N. Nagar, Andheri (West), Mumbai – 400 053, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, 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, 2013.
3. To appoint a Director in place of Mr. Ashutosh Khanna, who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr. Tusshar Kapoor, 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 Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

"RESOLVED that pursuant to the provisions of Section 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Deloitte Haskins and Sells, Chartered Accountants, Mumbai (Firm Registration No: 117366W) and M/s. Snehal & Associates, Chartered Accountants, Mumbai (Firm Registration No: 110314W), be appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company on a remuneration as may be decided by the Board of Directors in consultation with the Joint Statutory Auditors.

RESOLVED FURTHER that any one of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do such other acts, deeds and things as are necessary to give effect to the above resolution."

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. All the documents referred to in the accompanying notice and 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 12:30 p.m. to 3:30 p.m.
4. The Register of Members and Share Transfer Books will remain closed from July 25, 2013 to July 29, 2013 both days inclusive.
5. 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 2006. 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.
6. 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.
7. 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.
8. 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.

9. 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
For Balaji Telefilms Limited**

Regd. Office:

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

Sd/-

Simmi Singh Bisht

Company Secretary & Compliance Officer
Mumbai, May 27, 2013

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. Ashutosh Khanna was first appointed on the Board on August 27, 2010. He 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, he was Chief Operating Officer at Grey Worldwide, India with responsibility for the entire advertising business of the company. He was ranked among the top 20 most influential people in Indian advertising in 2006. He holds a Bachelor of Science Degree in Zoology from Delhi University and has a Masters Degree in Management Study from the University of Mumbai.

Mr. Ashutosh Khanna does not hold any shares in the Company.

Directorships including the Company	Committee Memberships
Name of the Company	Name of the 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. He holds a Bachelor's Degree in Management from University of Michigan. He is an established actor in Hindi Film Industry for a past decade.

Mr. Tusshar Kapoor holds 20,30,250 equity shares in the Company constituting 3.11% of the paid up equity capital of the Company.

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



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ATTENDANCE SLIP TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name of the member attending:

Full Name of Proxy

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 19th Annual General Meeting of the Company to be held on Monday, July 29, 2013, at 4:00 p.m. at "The Club" 197, D.N. Nagar, Andheri (West), Mumbai – 400 053.

Full Name of the sole/ first holder.....

DP ID	
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Client Id/Folio No.	
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.....
Member's /Proxy's Signature
(To be signed at the time of handing over this slip)

No of Shares held:

NOTE: The Copy of the Annual Report may please be brought to the meeting. Members are requested to bring this slip with them. Duplicate slips will not be issued at the entrance of the meeting hall.



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FORM OF PROXY

No of Shares

DP. Id:	
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Client Id/Folio No.	
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I/We being a Member/Members of Balaji Telefilms Limited, hereby appoint of or failing him/her..... ofor failing him/her of as my/our Proxy to attend and vote for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on Monday, July 29, 2013, at 4:00 p.m. at "The Club" 197, D.N. Nagar, Andheri (West), Mumbai – 400 053 and at any adjournment thereof.

Affix 1 Rupee Revenue Stamp

Signature

NOTE: The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.