

Balaji Telefilms Ltd.

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West), Mumbai – 400 053.
CIN: L99999MH1994PLC082802, Tel No: 022 40698000, Fax No: 022 40698181, Website: www.balajitelefilms.com.



NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the Members of Balaji Telefilms Limited will be held on Monday, August 31, 2015, at 3:00 P.M., at 'The Club' 197, D.N. Nagar, Andheri (West), Mumbai- 400053, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. Declaration of Dividend:

To declare dividend for the financial year ended on March 31, 2015.

3. Re-Appointment of Director:

To appoint a Director in place of Mr. Tusshar Kapoor (DIN 00005088), who retires by rotation and being eligible, seeks re-appointment.

4. Appointment of Auditors:

To appoint M/s Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai, as 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 and for that purpose to pass following resolution as Ordinary resolution:

"RESOLVED that pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, M/s Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No: 117366W/W-100018), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditor.

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

SPECIAL BUSINESS:

5. Reappointment of Mrs. Shobha Kapoor (DIN 00005124) as Managing Director of the Company:

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

"RESOLVED that pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and pursuant to recommendations of the Nomination & Remuneration Committee, the consent of the Company be and is hereby accorded for re-appointment of Mrs. Shobha Kapoor as Managing Director of the Company for a further period of 3 (three) years commencing from November 10, 2015 on following terms and conditions:

1. Basic Salary: an amount not exceeding ₹ 10,00,000 p.m. (i.e. ₹ 1,20,00,000/- p.a.) as Basic Salary and

2. Perquisites, Allowances & Benefits:

Part "A"

(a) Housing:

Managing Director shall be entitled to house rent allowance subject to the ceiling of 50% of the basic salary.

(b) Leave Travel Concession/Allowance:

Earned Leave and Leave Travel Concession /Allowance for self and family not exceeding 10% of the basic salary.

(c) Personal Medical and Accident Insurance:

Personal Medical and Accident Insurance and any other coverage in accordance with the Rules & Regulations of the Company.

NOTICE (Contd.)

(d) Club Fees:

Fees of maximum 2 (Two) Clubs (inclusive of Admission and Life Membership fees) to be paid to the Managing Director.

(e) Medical & Other Allowances:

Medical and other allowances not exceeding 30% of the basic salary.

PART "B"

(a) Company's contribution to Provident and Other Fund: Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(b) Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

The above perquisites shall not be included in the computation of the ceiling on remuneration.

PART "C"

(a) Car: The Company shall provide such chauffeur driven Car to the Managing Director as may be desired by her for business of the Company.

(b) Telephone: Personal mobile phone and telephone facilities at the residence of the Managing Director for use of Company's business.

(c) Entertainment Expenses: The reimbursement of actual and properly incurred Entertainment Expenses by the Managing Director for legitimate business of the Company.

Any other perquisites, benefits, facilities, allowances and expense as may be decided by the Board from time to time as per the Rules/Schemes of the Company as applicable to Board Members.

However, the aggregate of basic remuneration and value of perquisites shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V to the Companies Act, 2013 without approval of the Central Government.

Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year during the term of the Managing Director, Mrs. Shobha Kapoor will be paid the remuneration by way of Salary & Perquisites, Allowances & Benefits as specified above as minimum remuneration.

RESOLVED FURTHER that the office of Mrs. Shobha Kapoor as Managing Director shall not be liable to retire by rotation.

RESOLVED FURTHER that any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies."

6 Reappointment of Ms. Ekta Kapoor (DIN 00005093) as Joint Managing Director of the Company:

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

RESOLVED that pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and pursuant to recommendations of the Nomination & Remuneration Committee, the consent of the Company be and is hereby accorded for re-appointment of Ms. Ekta Kapoor as Joint Managing Director of the Company for a further period of 3 (three) years commencing from November 10, 2015 on following terms and conditions:

1. Basic Salary: an amount not exceeding ₹ 10,00,000 p.m. (i.e. ₹ 1,20,00,000/- p.a.) as Basic Salary and

Perquisites, Allowances & Benefits:

Part "A"

NOTICE (Contd.)

- (a) **Housing:**
Joint Managing Director shall be entitled to house rent allowance subject to the ceiling of 50% of the basic salary.
- (b) **Leave Travel Concession/Allowance:**
Earned Leave and Leave Travel Concession /Allowance for self and family not exceeding 10% of the basic salary.
- (c) **Personal Medical and Accident Insurance:**
Personal Medical and Accident Insurance and any other coverage in accordance with the Rules & Regulations of the Company.
- (d) **Club Fees:**
Fees of maximum 2 (Two) Clubs (inclusive of Admission and Life Membership fees) to be paid to the Joint Managing Director.
- (e) **Medical & Other Allowances:**
Medical and other allowances not exceeding 30% of the basic salary.

PART "B"

- (a) **Company's contribution to Provident and Other Fund:** Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) **Leave Encashment:** Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

The above perquisites shall not be included in the computation of the ceiling on remuneration.

PART "C"

- (a) **Car:** The Company shall provide such chauffer driven Car to the Joint Managing Director as may be desired by her for business of the Company.
- (b) **Telephone:** Personal mobile phone and telephone facilities at the residence of the Joint Managing Director for use of Company's business.
- (c) **Entertainment Expenses:** The reimbursement of actual and properly incurred Entertainment Expenses by the Joint Managing Director for legitimate business of the Company.

Any other perquisites, benefits, facilities, allowances and expense as may be decided by the Board from time to time as per the Rules/Schemes of the Company as applicable to Board Members.

However, the aggregate of basic remuneration and value of perquisites shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V to the Companies Act, 2013 without approval of the Central Government.

Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year during the term of the Joint Managing Director, Ms. Ekta Kapoor will be paid remuneration by way of Salary & Perquisites, Allowances & Benefits as specified above as minimum remuneration.

RESOLVED FURTHER that the office of Ms. Ekta Kapoor as Joint Managing Director shall be liable to retire by rotation.

RESOLVED FURTHER that any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies."

NOTICE (Contd.)

7. Appointment Mr.V.B. Dalal (DIN 00247971) as an Independent Director of the Company:

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

RESOLVED that pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time, Mr.V.B. Dalal, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 12, 2014 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from August 31, 2015, and he shall not be liable to retire by rotation.

RESOLVED FURTHER that any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies."

8. Appointment of Mr. Arun Kumar Purwar (DIN 00026383) as an Independent Director of the Company:

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

"RESOLVED that pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time, Mr. Arun Kumar Purwar, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 20, 2015 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from August 31, 2015, and he shall not be liable to retire by rotation.

RESOLVED FURTHER that any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above the resolution including filing of necessary forms with the Registrar of Companies."

9. Increase in Authorized Share Capital and Re-Classification of the Share Capital:

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

"RESOLVED that pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from ₹17,00,00,000 (Rupees Seventeen Crores only) comprising of 8,50,00,000 (Eight Crores Fifty Lacs) Equity Shares of ₹2 (Rupees Two) each to ₹20,00,00,000 (Rupees Twenty Crores only) comprising of 8,50,00,000 (Eight Crores Fifty Lacs) Equity Shares of ₹2 (Rupees Two) each and 1,50,00,000 (One Crore Fifty Lacs) Preference Shares of ₹2 (Rupees Two) each.

RESOLVED FURTHER that any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above the resolution including filing of necessary forms with the Registrar of Companies."

10. Alteration of the Capital Clause of the Memorandum of Association:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted by the following:

- V. The Authorized Share Capital of the Company is ₹20,00,00,000 (Rupees Twenty Crores only) comprising of:
8,50,00,000 (Eight Crores Fifty Lacs) Equity Shares of ₹2 (Rupees Two) each ₹ 17,00,00,000/- (Rupees Seventeen Crores.)
1,50,00,000 (One Crore Fifty Lacs) Preference Shares of ₹2 (Rupees Two) each ₹ 3,00,00,000/- (Rupees Three Crores).

NOTICE (Contd.)

RESOLVED FURTHER that, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)“

11. Further Issue of Securities:

To consider and, if thought 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)(c) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, to the extent notified and in effect (the “Companies Act”), the Foreign Exchange Management Act, 1999 (FEMA), as amended, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) or any other competent authority, from time to time, to the extent applicable including enabling provisions of the Listing Agreements entered into with the Stock Exchanges (the “Listing Agreements”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, by way of a rights issue, bonus issue, public issue, preferential issue, qualified institutions placement (QIP), private placement or a combination thereof of Equity Shares or through an issuance of fully / partly convertible debentures, preference shares convertible or non-convertible into Equity Shares, and / or any other financial instruments or securities convertible or non-convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “Securities”) or any combination of Securities, to all eligible investors, including residents and/ or non-residents and / or institutions / banks and / or incorporated bodies and / or individuals and / or trustees or otherwise, and whether or not such investors are Members of the Company (collectively the “Investors”), through one or more prospectus and / or letter of offer or circular, and / or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares of ₹2 each (Rupees Two) or Preference Shares of ₹ 2 each (Rupees Two) aggregating upto ₹50 Crores in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible premium to market price(s) in terms of applicable regulations) at the Board’s discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the Book Running Lead Managers and / or Underwriters and / or Stabilizing Agent and / or other Advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER that in case of a qualified institutions placement (QIP) pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers (QIBs) within the meaning of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER that in the event that Equity Shares are issued to Qualified Institutional Buyers (QIBs) under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER that the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

NOTICE (Contd.)

- (b) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER that, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER that the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any debentures, warrants or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum and Articles of Association and shall rank *pari passu* inter se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER that, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or Foreign Regulatory Authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India.

RESOLVED FURTHER that:

- i the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Company;
- iii the Equity Shares to be offered and allotted shall be in dematerialized form;
- iv the Company do apply for listing of the new Equity Shares as may be issued with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited or any other Stock Exchange(s);
- v the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Securities; and
- vi the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;

NOTICE (Contd.)

- vii. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities.

RESOLVED FURTHER that the Equity Shares shall be issued and allotted within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Company to give effect to the above resolutions.”

12. Alteration of Articles of Association:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the new Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

Mumbai, May 20, 2015

Regd. Office:

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

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

Sd/-

Simmi Singh Bisht

Company Secretary & Compliance Officer

NOTICE (Contd.)

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 PROXY TO ATTEND AND ON A POLL TO 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 i.e. by August 29, 2015.
2. As per Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
4. Members / proxies should bring duly filled Attendance Slips sent herewith for attending the meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting. A person so authorized shall have the right to vote, on behalf of the body corporate which he or she represents.
6. In case of joint holders attending the Meeting, only the holder whose name appears higher on the Register of Members will be entitled to vote at the meeting.
7. The relevant Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Items Nos. 5 to 12 of the accompanying Notice are annexed thereto.
8. Relevant documents referred to in the accompanying Notice & in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
9. The Register of Members and Share Transfer Books will remain closed from August 27, 2015 to August 31, 2015(both days inclusive).
10. 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.
11. Members are requested to address all correspondences, including dividend mandates, etc. to the Registrar and Share Transfer Agents – Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, Telangana.
12. Pursuant to the requirements of the Listing Agreements with Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed or re-appointed is given in the Annexure to the Notice.
13. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (the relevant sections of Companies Act, 2013 are not yet notified), the Company has transferred on due dates, the unpaid or unclaimed dividends for the financial year ended March 31, 2007 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on August 30, 2014 (date of the last Annual General Meeting) on the website of the Company (www.balajitelefilms.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).
14. 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.

NOTICE (Contd.)

Process for Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members the facility to exercise votes on the items of business given in the notice through electronic voting system to members holding shares as on August 24, 2015, (End of day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Karvy Computershare Private Limited.

A General Instructions:

- 1 A member may exercise his vote at any General Meeting through E-voting system in accordance with Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
- 2 During the E-voting period, Members of the Company, holding shares either in physical form or dematerialized form, as on cut-off date i.e. August 24, 2015, may cast their vote electronically.
- 3 The facility for voting, through polling paper shall also be available at the meeting and members attending the meeting who have not already cast their vote by Remote E-voting shall be able to exercise their right at the meeting.
- 4 The members who have cast their vote by Remote E-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 5 The e-Voting shall remain open from August 28, 2015 (9.00 a.m.) till August 30, 2015 (5.00 p.m.).
- 6 The facility for e-voting shall remain open for three days and shall close at 5.00 P.M. on the date preceding the date of the Annual General Meeting.
- 7 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail k.c.nevatia@yahoo.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."
8. The Board of Directors at their meeting held on May 20, 2015, has appointed Mr. K.C. Nevatia, Practicing Company Secretary (Membership No. 3963 & CP No. 2348) having address as J-2 Jolly Highrise Apartments, 10th Floor, 241-A, Pali Mala Road, Bandra (W), Mumbai- 400050 as the scrutinizer to the voting process (E-Voting and poll) in a fair and transparent manner.
9. The Chairman will at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by use of polling paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote E-voting facility.
10. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on August 24, 2015 and not casting their vote electronically, may cast their vote at the Annual General Meeting by poll.
11. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
12. The Results shall be declared within three days of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.balajitelefilms.com and on the website of Karvy and communicated to the BSE and NSE Limited.
13. Please note that the members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules. In such an event, votes cast under Poll taken together with the votes cast through E-voting shall be counted for the purpose of passing of resolution(s).

NOTICE (Contd.)

B The procedure and instructions for e-voting are as under:

- 1 Open your web browser during the voting period and navigate to 'http://evoting.karvy.com.
- 2 Enter the login credentials (i.e. user-id & password) as mentioned in the E-Voting Notice. EVEN (E Voting Event Number) USER ID PASSWORD/PIN. Your folio/DP and Client ID will be your user-ID.

User-ID for Members holding shares in Demat Form:

- For NSDL: 8 Characters DP ID followed by 8 digits Client ID.
- For CDSL: 16 digits beneficiary ID.

For Members holding shares in Physical Form:

- EVENT No. followed by Folio Number registered with the Company.
- Password: Your Unique password is printed on the E-Voting Notice/email forwarded through electronic notice.

Enter the verification code i.e. please enter the alphabets and number in the exact same way as they are displayed for security reasons.

- 3 In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- 4 The e-Voting period commences on August 28, 2015 and ends on August 30, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. August 24, 2015, may cast their vote electronically.
- 5 After entering these details appropriately, click on "Login".
- 6 Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login 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. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-Voting through Karvy Computershare Private Limited 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.
- 7 You need to login again with the new credentials.
- 8 On successful login, system will prompt to select the 'Event' i.e. 'Balaji Telefilms Limited'.
- 9 If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any Company where the System Provider was Karvy Computershare Private Limited, then you can use your existing user-id and password for casting your vote.
- 10 On the voting page, you will see Resolution description and against the same, the option FOR/AGAINST/ABSTAIN for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the members do not want to cast, select 'ABSTAIN'. 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.
- 11 Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- 12 Members are requested to carefully read the instructions on the E-Voting Notice before exercising their vote on the resolution.
- 13 In case a person has become Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. August 24, 2015, the member may approach the Company for issuance of User ID and Password for exercising the right to vote by electronic means

NOTICE (Contd.)

- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+ Folio No. or DP ID Client ID to 9212993399
- b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy's toll free number 1-800-3454-001.
- d. Member may send an e-mail request to evoting@karvy.com.

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

Sd/-

Simmi Singh Bisht

Company Secretary & Compliance Officer

Mumbai, May 20, 2015

Regd. Office:

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

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

Item No. 5

The present tenure of Mrs. Shobha Kapoor, aged 66 years, will expire on November 9, 2015. She was appointed on the Board of the Company w.e.f. November 10, 1994. Considering the progress made by the Company under the able guidance and supervision of Mrs. Shobha Kapoor and her expertise in the industry and on the basis of recommendation of Nomination & Remuneration Committee, it is proposed to reappoint Mrs. Shobha Kapoor as Managing Director of the Company for a further period of 3 years w.e.f. November 10, 2015.

The remuneration proposed to be paid to Mrs. Shobha Kapoor is as specified in Item No. 5 of the AGM Notice.

The Board recommends the resolution as set out in Item No. 5 of the Resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mrs. Shobha Kapoor, Mr. Jeetendra Kapoor, Ms. Ekta Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in the resolution.

Item No. 6

The present tenure of Ms. Ekta Kapoor, aged 40 years, will expire on November 9, 2015. She was appointed on the Board of the Company w.e.f. November 10, 1994. Considering the progress made by the Company under the able guidance and supervision of Ms. Ekta Kapoor and her expertise in the industry and on the basis of recommendation of Nomination & Remuneration Committee, it is proposed to reappoint Ms. Ekta Kapoor as Joint Managing Director of the Company for a further period of 3 years w.e.f. November 10, 2015.

Ms. Ekta Kapoor is the creative brain behind the Company's most successful and famous shows. She ventured into Television Serial production at the age of 19. In no time, she altered the face of Indian Television Industry and continues to dominate till date. Her shows have broken all previous records of Television Serial production and popularity in India. She is a graduate by qualification.

The remuneration proposed to be paid to Ms. Ekta Kapoor is as specified in Item No. 6 of the notice.

The Board recommends the resolution as set out in Item No. 6 of the Resolution for your approval.

NOTICE (Contd.)

None of the Directors, Key Managerial Personnel or their Relatives except Ms. Ekta Kapoor, Mr. Jeetendra Kapoor, Mrs. Shobha Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in resolution.

INFORMATION REQUIRED UNDER SCHEDULE V, PART II, CLAUSE (B) (IV) FOR ITEM NO. 5 AND 6

General Information:

1. Nature of Industry:

It is a Media & Entertainment Industry. The financial year 2014-15 was a turning point for the Indian Entertainment and Media Industry as it saw the building blocks for future growth being laid down including ongoing digitization in the cable sector and consolidation in the film exhibition business. The media sector is also taking cue from the current Government's optimistic outlook and positive business sentiment strengthened by a number of growth promoting policy initiatives taken in the recent months.

The Indian Entertainment and Media Industry is expected to grow at close to 13% in 2015 over the previous year with television growing at robust 14.46% and digital at 44%.

2. Date of commencement of Commercial Production: The Company was incorporated on November 10, 1994. Immediately after incorporation, the Company had commenced production of serials and gradually engaged in the activities of production and distribution of serials, films and other entertainment programmes. The Company operates its Films business also through its wholly owned subsidiary, Balaji Motion Pictures Limited.

3. In case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A

4. Financial Performance based on given indicators: The financial data as per last audited Balance Sheet as on 31st March, 2015 is as under:

	(₹ in Lacs)
Particulars	2014-15 (Audited)
Revenues	20,969.22
Expenditure	19,694.89
Operating Profit	1,274.33
Other Income	1,020.91
Profit Before Taxes	1,505.85
Income Tax	278.60
Profit After Taxes	1,227.25

4. Foreign Investments or Collaborators:

At present the Company does not have any participation in any foreign investment. A foreign body corporate (STAR MIDDLE EAST FZ-LLC (a STAR group entity) holds 1,69,48,194 shares, totaling 25.99% of the share capital of the Company.

II: Information about the Appointees:

1. Background details

Mrs. Shobha Kapoor is the Managing Director of the Company. She is married to the popular bollywood actor Mr. Jeetendra Kapoor and is mother of Ms. Ekta Kapoor and Mr. Tusshar Kapoor. She has been involved with the Company since its inception. One of the pioneers of the Indian Television industry, Mrs. Shobha Kapoor has been associated with television content production since the early 90's when the Company was producing popular content for Doordarshan.

Ms. Ekta Kapoor is the Joint Managing Director of the Company. She is daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor and sister of Mr. Tusshar Kapoor. Ms. Ekta Kapoor is the creative brain behind the Company's most successful and famous shows. She ventured into Television Serial production at the age of 19. In no time, she altered the face of Indian television industry and continues to dominate till date. Her shows have broken all previous records of Television Serial production and popularity in India.

NOTICE (Contd.)

2. Past remuneration:

Name	Designation	Basic Salary (₹)	Perquisites, allowances & benefits	Commission	Total
Mrs Shobha Kapoor	Managing Director	1,03,35,000	-	16,00,000	1,19,35,000
Ms Ekta Kapoor	Joint Managing Director	Nil	Nil	Nil	Nil

Employer Contribution of ₹ 6,62,400 to Provident Fund and reimbursement of ₹ 15,000 is not included in the computation of the ceiling on managerial reimbursement.

All above figures are per annum and pertains to FY 14-15.

3. Recognition and awards

Among others, following is the short list of few of the awards won by Mrs. Shobha Kapoor, Managing Director and Ms Ekta Kapoor, Joint Managing Director:

Awarding Entity	Year	Award	Awardee
Ernst & Young	2001	Entrepreneur of the Year	Ms Ekta Kapoor
The Economic Times Award	2002	Business Woman of the Year	Ms Ekta & Ms Shobha Kapoor
Indian Telly Awards	2003	Best CEO of the year	Ms Shobha Kapoor
Foundation for promotion of Film Art & Craft	2003	Achiever of the Year	Ms Shobha Kapoor
American Biographical Institute	2003	Woman of the Year	Ms Ekta Kapoor
Indian Telly Awards	2004	Creative Director of The Year	Ms Ekta Kapoor
Indian Telly Awards	2006	Hall of Fame	Ms Ekta Kapoor
Star Parivaar Awards	2010	Special Honour	Ms Ekta Kapoor
3rd Boroplus Gold Awards	2010	Hall of Fame	Ms Ekta Kapoor
Indo-American Society	2010	Most Outstanding Woman Entrepreneur award	Ms Ekta Kapoor
National Media Network Film And TV Awards	2011	Most Successful Film & TV Producer	Ms Ekta Kapoor
Dadasaheb Phalke Academy Awards	2012	'Phalke Icon Producer Award' for Film & Television	Ms Ekta Kapoor
Asia Pacific Entrepreneurship Awards	2015	Woman Entrepreneur of the Year	Ms. Ekta Kapoor

The Company has achieved following Awards in last few years due to the joint efforts of Mrs. Shobha Kapoor, Managing Director and Ms. Ekta Kapoor, Joint Managing Director.

NOTICE (Contd.)

Awarding Entity	Year	Award	Winner
Indian Telly Awards	2009	Best Ensemble	Bandini
International Trade Awards	2009	Outstanding Exporter of the Year - Media	Balaji Telefilms Limited
Zee Rishtey Awards	2009	Favorite Serial	Pavitra Rishta
Indian Telly Awards	2010	Most Consistent Production House of the Decade	Balaji Telefilms
Indian Telly Awards	2010	Most Popular Drama Series	Pavitra Rishta
3rd Boroplus Gold Awards	2010	Highest Gainer on TRP Charts of the Year	Pavitra Rishta
FICCI Frames Excellence Honours	2011	Best TV Show (Fiction)	Pavitra Rishta
FICCI Frames Excellence Honours	2012	Best Fiction Show	Bade Acche Lagte Hain
Television Style Award	2015	Most Stylish Beta Award	Shabbir Ahluwalia- Kumkum Bhagya
Television Style Award	2015	Most Stylish Beti Award	a) Sriti Jha- Kumkum Bhagya. b) Nia Sharma- Jamai Raja- Jamai Raja
Television Style Award	2015	Most Stylish Couple Award	Shakti Arora and Radhika Madan- Meri Aashiqui Tumse Hi.
Television Style Award	2015	Style Icon of the Year (Male) Award	Ronit Roy - Itna Karo Na Mujhe Pyaar
Television Style Award	2015	Style Icon of the Year (Female) Award	Paridhi Sharma- Jodha Akbar

Balaji Motion Pictures Limited, wholly owned subsidiary of the Company has achieved following National Awards amongst many others, due to the joint efforts of Mrs. Shobha Kapoor and Ms. Ekta Kapoor

National Awards 2012

Best Actress : Vidya Balan for The Dirty Picture

Best Costumes: Niharika Khan for The Dirty Picture

Best Makeup : Vikram Gaekwad for The Dirty Picture

4. Job profile and suitability

As Managing Director and Joint Managing Director, Mrs. Shobha Kapoor and Ms. Ekta Kapoor respectively are responsible for the conception of different shows produced by the Company and the overall management of the Company.

Having been instrumental in steering the Company towards being the leader in the television industry in India, both Mrs. Shobha Kapoor and Ms. Ekta Kapoor come with almost two decade's worth of experience in this domain. They have produced over 100 shows for various entertainment channels in India. With this extensive experience, they are ideally placed to ensure that the Company continues to make quality content within a budget specified by the channel, on very stringent timelines.

Balaji Telefilms Limited has launched several critically acclaimed television serials and movies in its short tenure within the industry. Balaji's creativity is demonstrated by its series of well received serials that have garnered high TRP ratings. The Company has few serials in the pipeline that include programmes like Pavitra Rishta, Bade Achche Lagte Hai, Parichay, Kya Hua Tera Vaada and Gumraah which is gaining popularity amongst audiences. Films are also poised to become a USP for Balaji Telefilms, through its wholly owned subsidiary Balaji Motion Pictures Limited (BMPL). The Company is confident of leveraging its existing creative abilities and know-how to produce films with rich content, while maintaining cost efficiencies. Some successful offerings from the Company's film catalogue comprise 'Raagini MMS', 'Once upon a time in Mumbai', 'Shootout at Lokhandwala', 'Kya Kool Hain Hum', 'Lootera', 'Main Tera Hero', 'Ek Villain' with 'Dirty Picture' being one of the boldest film in India that won three National Film Awards including Best Actress, three Filmfare Awards and seven Screen Awards including Best Picture and Best Director.

Mrs. Shobha Kapoor's and Ms. Ekta Kapoor's leadership and involvement has been significant in steering the Company towards being a frontrunner in the Indian Television industry. They have led teams to conceptualize TV shows and have produced over 100 shows for major broadcasters across the country. Their creativity is highly regarded as a prime driving force for the Company to fulfill audience expectations. They have a great understanding of India's demographic profile and never cease to deliver appealing content to the masses. Their innovation and creativity has helped create for Balaji Motion Pictures a brand identity of its own. Consequently their efforts have well positioned Balaji Telefilms to cater to the rapidly growing Indian Entertainment space as their commitment to the Company is sure to demonstrate excellent growth going forward.

NOTICE (Contd.)

5. Remuneration proposed:

As specified in Item No.5 & 6 of the Notice respectively.

6. Comparative Remuneration profile with respect to Industry, size of the company, profile of the Position and Person:

₹ in Lacs

Company/Group	Employee	Designation	Total Remuneration
Balaji Telefilms Limited	Sameer Nair	Group Chief Executive Officer	282.09
Balaji Motion Pictures Limited	Shubhodip Pal	Chief Executive Officer	140.00
ZEE Entertainment Enterprises Limited	Punit Goenka	Managing Director	507.00
Entertainment Network (India) Limited	Prashant Pandey	Managing Director	260.22
HT Media	Shobhana Bhartia	Managing Director	294.78
HT Media	Rajiv Verma	Whole-Time Director	272.95

Note:

The above information has been collated from publicly available information from the declared financial results of the above companies.

As can be seen from the above list, the proposed fixed remuneration of the Managing Director and the Joint Managing Director is comparable even to the Professional Senior Management of the Company.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel:

Mr. Jeetendra Kapoor and Mr. Tusshar Kapoor are relatives of both the appointees, who are also inter se related to each other.

Save and except for receipt of rent for immovable property by the appointees and their relatives viz. Mr. Jeetendra Kapoor and Mr. Tusshar Kapoor and receipt of dividend by them, if declared by the Company on the share capital held by them, they do not have any material pecuniary relationship with the Company. During Financial Year 2014-15, a part of land owned by the Company was sold to M/s JK Developers, a sole proprietary firm owned by Mr. Jeetendra Kapoor, relative of appointees.

III: Other Information:

1. Reason for inadequate Profit:

The content production space is highly competitive with a varied number of producers in the market competing for the content business. As a result, even though the cost of production has gone up in recent years, the average realisation per hour has almost remained the same, resulting in muted profit in recent years.

2. Steps taken or proposed to be taken for improvement:

In recent years, the Company has put in an aggressive plan to have more number of shows on air and also to go in for high value niche, non-fiction, reality shows, resulting in growth in top line and operating profit. The same is visible in the performance of the Company over the past two years.

The wholly-owned subsidiary company, Bolt Media Limited, has also improved its performance over the previous year. To further increase the share in the content and the allied space, the Company is looking at creating Intellectual Property Rights (IPRs) of event/shows and similar activities through its acquisition of Marinating Films Private Limited and the formation of Event Media LLP during the year 2014-15. These entities already have IPs to marquee properties such as Box Cricket League, Television Style Awards, Indian Telly Calendar and Box Office Awards, among others. We believe all of these initiatives will become big properties in the years ahead.

The Balaji Group has launched Brand EK- By Ekta Kapoor, a premium and affordable brand for apparels and accessories. The brand was launched amidst much fanfare at the Television Style Awards on Colors TV earlier this year. Capitalising on the popularity of Balaji's television shows and their iconic characters, the fashion line is an endeavour to strike a chord with Indian audiences inspired by tele-actors across the globe. Brand EK officially gives the consumers a chance to dress like their favourite TV stars.

NOTICE (Contd.)

The Company has also incorporated a new subsidiary – Chhayabani Balaji Entertainment Private Limited, in partnership with the local well-known media company Chhayabani Private Limited. The joint venture aims to produce TV shows for the Bengali Market in Kolkata and internationally (i.e., Bangladesh etc., if any).

Today, Balaji Motion Pictures Limited is a well-respected and a credible film studio. Also, to further the motion pictures business, the Company has an effective and robust pipeline of appealing content. It has a risk mitigation plan in place, along with enhanced measurement metrics for processes and research to bring art into the magic of motion pictures. The Company has produced successful films such as Love Sex Dhokha, Once Upon a Time in Mumbai, Ragini MMS, Dirty Picture, Kya Kool Hai Hum, Lootera, Main Tera Hero and Ek Villain. We intend to release atleast one movie every quarter as this will result in more predictability and better recoverability of the overhead cost and better profits.

3. Expected increase in productivity and profits in measureable terms:

We believe all the initiatives listed above will bring create further value for our shareholders. It will also enhance the revenue potential of the Group, resulting in better and improved profit for these companies of the Balaji Group.

IV. Disclosures:

Details of the remuneration package of the Managerial Personnel and other requisite details thereof always forms part of the Corporate Governance Report, forming part of the Board of Directors' Report of the Company. The same is provided to all the shareholders of the Company

Item No. 7:

Mr. V.B. Dalal, aged 70 years, was co-opted as an Additional Director of the Company w.e.f. August 12, 2014, in accordance with the provisions of Section 161 of Companies Act, 2013. Mr. V. B. Dalal holds office upto the date of the Annual General Meeting. The Company has received notice in writing from a member alongwith a deposit of ₹ 1 Lacs proposing the candidature of Mr. V.B. Dalal for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. V.B. Dalal is a Chartered Accountant. He has over 40 years of experience in Audit and Direct Taxation. He has also handled international assignments in internal and operational audits in U.K, Portugal, Kenya, and Indonesia. He has an academic experience of more than 10 years as part time lecturer in Accountancy, having worked with the Dahanukar College of Commerce and Economics affiliated to University of Mumbai.

As on date, Mr. V.B. Dalal does not hold any shares in the Company. He is not related to any other Director, Manager or Key Managerial Personnel of the Company.

It is proposed to appoint Mr. V.B. Dalal as Independent Director for a period of five years w.e.f. August 31, 2015. He will not draw any remuneration from the Company.

In the opinion of the Board, Mr. V.B. Dalal fulfills the conditions specified in Companies Act, 2013 and the rules made thereunder and that the proposed Director is Independent of the management.

The Board recommends the resolution as set out in Item No. 7 of the Resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. V.B. Dalal, is concerned or interested in the resolution.

Item no. 8

Mr. Arun Kumar Purwar, aged 69 years, was co-opted as an Additional Director of the Company w.e.f. May 20, 2015, in accordance with the provisions of Section 161 of Companies Act, 2013. Mr. Arun Kumar Purwar holds office upto the date of the Annual General Meeting. The Company has received notice in writing from a member alongwith a deposit of ₹ 1 Lacs proposing the candidature of Mr. Arun Kumar Purwar for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Arun Kumar Purwar is a Post Graduate from Allahabad University. He is the ex-chairman of State Bank of India, one of largest bank in India. He is instrumental in computerizing the entire State Bank Group.

NOTICE (Contd.)

As on date, Mr. Arun Kumar Purwar does not hold any shares in the Company. He is not related to any other Director, Manager or Key Managerial Personnel of the Company. He does not draw any remuneration from the Company.

It is proposed to appoint Mr. Arun Kumar Purwar as Independent Director for a period of five years w.e.f. August 31, 2015.

In the opinion of the Board, Mr. Arun Kumar Purwar fulfills the conditions specified in Companies Act, 2013 and the rules made thereunder and that the proposed Director is Independent of the management.

The Board recommends the resolution as set out in Item No.8 of the Resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Arun Kumar Purwar is concerned or interested in the resolution.

Item no. 9 & 10

Presently, the Authorised Share Capital of your Company is ₹17, 00, 00,000 (Rupees Seventeen Crores only) comprising of 8, 50, 00,000 (Eight Crores Fifty Lacs) Equity Shares of ₹2 (Rupees Two) each

Considering the overall business growth and operational needs of the Company, the Company proposes to raise additional capital, as mentioned under Resolution No.11 of this Notice, by way of rights issue, preferential issue, placement of shares to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and / or private placement and / or issue of fully / partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form. The issue of securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the ICDR Regulations and other applicable Guidelines, Notifications, Rules and Regulations.

The proposed aforesaid increase of share capital would require increase in the Authorized Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share capital of the Company from ₹17,00,00,000 (Rupees Seventeen Crores only) comprising of 8,50,00,000 (Eight Crores Fifty Lacs) Equity Shares of ₹2 (Rupees Two) each to ₹20,00,00,000 (Rupees Twenty Crores only) comprising of 8,50,00,000 (Eight Crores Fifty Lacs) Equity Shares of ₹2 (Rupees Two) each and 1,50,00,000 (One Crore Fifty Lacs) Preference Shares of ₹2 (Rupees Two) each by way of creation of 1,50,00,000 Preference Shares of ₹2 (Rupees Two), aggregating to ₹ 3,00,00,000 (Rupees Three Crores only). Consequently, the existing Clause V of the Memorandum of Association needs to be altered accordingly. Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

The Board recommends the Resolutions Nos. 9 and 10 for the approval of the Members.

None of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested in these Resolutions.

A draft of altered Memorandum and Articles of Association of the Company, with the aforesaid alterations, shall be available for inspection by the Members of the Company on any working day between 11.00 a.m and 1.00 p.m up to August 29, 2015, at the Registered Office of the Company.

Item no. 11

The Company has achieved good growth in all its businesses during the last several years. Given the significant potential of increasing the businesses and the large no. planned movies and TV shows as well as to finance the significant increase in the production costs of the movies and TV programmers, it is important that the Company has adequate capital to support its growth plans. The Company requires adequate capital to meet the needs of growing business. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets.

NOTICE (Contd.)

Accordingly, the Company may propose to raise additional capital aggregating upto ₹ 50 crores by way of rights issue, preferential issue, placement of shares to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and / or private placement and / or issue of fully / partly convertible debentures, preference shares convertible or non-convertible into Equity Shares, and / or any other financial instruments or securities convertible or non-convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form. The issue of securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the ICDR Regulations and other applicable guidelines, notifications, rules and regulations.

The Board may in its discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations.

The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board decides to open the qualified institutions placement for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s) / offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted would be listed on one or more stock exchanges in India. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Agreements.

Section 62(1)(a) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such Company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, consent of the Members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing Members of the Company.

In case of QIP Issuance the special resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 11 of this Notice, for approval by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are Director or Member. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

NOTICE (Contd.)

Item no. 12

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to the specific sections of Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 ("the Act").

With the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions. Given this situation, it is considered expedient to wholly replace the existing AOA by new set of Articles.

The new AOA to be substituted in place of the existing AOA are largely based on Table 'F' of the Act which sets out the model articles of association for a Company limited by shares.

A copy of the new Articles of Association of the Company is available for inspection by the members at the Registered Office of the Company on all working days during usual business hours.

None of the Directors, Key Managerial Personnel or their Relatives, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item No.12 of the Resolution for your approval.

Mumbai, May 20, 2015

Regd. Office:

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

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

Sd/-

Simmi Singh Bisht

Company Secretary & Compliance Officer

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.

1. Tusshar Kapoor:

Date of Birth: November 20, 1976

Date of First Appointment: August 27, 2010

Qualification: MBA from University of Michigan in the United States of America.

Mr. Tusshar Kapoor's first movie with Kareena Kapoor titled 'Mujhe Kuch Kehna Hai' shot him to immediate stardom and bagged him prestigious awards such as Filmfare Awards and Zee Cine Awards for being the Best Male Debutant of the Year. His maturity as a seasoned actor has been visible in numerous movies such as Khakee'. He was nominated in the category of Best Supporting Actor in various renowned Bollywood Awards.

As on date he holds 20,30,250 shares in the Company.

Directorships including the Company	Memberships
ScreenestIndia.com Private Limited	Nil
Balaji Films & Telly Investments Limited	Nil
Balaji Telefilms Limited	Nil
Balaji Teleproducts Limited	Nil
Balaji Motion Pictures Limited	Nil
Ekta K. Securities & Investment Private Limited	Nil
Bolt Media Limited	Nil

2. Mrs. Shobha Kapoor

Date of Birth: February 1, 1949

Date of First Appointment: November 10, 1994

Qualification: Graduate

Mrs. Shobha Kapoor has been extremely instrumental in transforming the Company from its small beginnings in 1994 to India's largest TV content Company. Since inception, she has been hands on in the Company's operational management & efficiency and in controlling 'on set' activity. She works closely with Business Heads helping them discharge their responsibilities. Her stellar work in building the Balaji brand made her win several awards including CEO of the Year (Indian Telly Awards), Businesswoman of the year (The Economic Times) and numerous Best Producer awards for their TV shows.

As on date she holds 91.29,462 shares in the Company.

Directorships including the Company	Committee Memberships
Balaji Films & Telly Investments Limited	Nil
Balaji Digimedia Private Limited	Nil
Balaji D2C Systems Private Limited	Nil
Balaji Telefilms Limited	Stakeholder Relationship Committee
Balaji Teleproducts Limited	Nil
Balaji Motion Pictures Limited	Nil
Ekta K. Securities & Investment Private Limited	Nil
Shri Navnidhi Developers Private Limited	Nil
Bolt Media Limited	Nil
Marinating Films Private Limited	Nil
Chhayabani Balaji Entertainment Private Limited	Nil

ANNEXURE (Contd.)

3. Ms. Ekta Kapoor

Date of Birth: June 7, 1975

Date of First Appointment: November 10, 1994

Qualification :Graduate

Ms. Ekta Kapoor is credited with revamping of India's television landscape. She pioneered an entire genre of television content heralding India's satellite television boom. Balaji's shows have been channel drivers for most broadcasters. As the creative force behind the Company's success, she believes in a hands-on approach in day-to-day creative direction of each TV show and film. Under her creative guidance, Balaji has won almost every major TV award.

As on date she holds 1,35,72,704 shares in the Company.

Directorships including the Company	Committee Memberships
Balaji Films & Telly Investments Limited	Nil
Balaji Teleproducts Limited	Nil
Balaji Telefilms Limited	Stakeholder Relationship Committee
Balaji Motion Pictures Limited	Nil
Ekta K. Securities & Investment Private Limited	Nil
Bolt Media Limited	Nil
Marinating Films Private Limited	Nil
Chhayabani Balaji Entertainment Private Limited	Nil

4. Mr. V.B. Dalal

Date of Birth: March 14, 1945

Date of First Appointment: August 12, 2014

Qualification : Chartered Accountant.

Mr. V.B Dalal has over 40 years of experience in Audit and Direct Taxation. He has also handled international assignments in internal and operational audits in U.K, Portugal, Kenya, and Indonesia.

He has an academic experience of more than 10 years as part time lecturer in Accountancy, having worked with the Dahanukar College of Commerce and Economics affiliated to University of Mumbai.

As on date he does not hold any shares in the Company.

Directorships including the Company	Committee Memberships
Maharashtra Polybutenes Limited	Nil
Oxides and Specialities Limited	Nil
Superadd Trade Private Limited	Nil
Balaji Telefilms Limited	Audit Committee.
Balaji Motion Pictures Limited	Audit Committee
Marinating Films Private Limited	Nil
Chhayabani Balaji Entertainment Private Limited	Nil

5. Mr. Arun Kumar Purwar

Date of Birth: May 14, 1946

Date of First Appointment: May 20, 2015

Qualification: Post Graduate

Mr. Arun Kumar Purwar is a Post Graduate from Allahabad University. He is the ex-chairman of State Bank of India, one of largest bank in India. He is instrumental in computerizing the entire State Bank Group.

ANNEXURE

As on date he does not hold any shares in the Company.

Directorships including the Company	Committee Memberships
Reliance Communications Ltd	Shareholder Grievance Committee, Audit Committee.
Jindal Steel and Power Limited	Audit Committee
Energy Infratech Private Limited	Nil
India Venture Advisors Private Limited	Nil
Apollo Tyres Limited	Nil
IIFL Holdings Limited	Nil
IL&FS Renewable Energy Limited	Nil
ONGC Tripura Power Company Limited	Audit Committee
Jindal Power Limited	Audit Committee
Mizuho Securities India Private Limited	Nil
Alkem Laboratories Limited	Nil
Saurya Urja Company of Rajasthan Limited	Nil

Balaji Telefilms Limited



CIN- L99999MH1994PLC082802

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

Tel:- (022) 40698000 Fax:- 40698181

Website:- www.balajitelefilms.com E-Mail ID:- investor@balajitelefilms.com

NOTICE

Notice is hereby given that the 21st Annual General Meeting (AGM) of the Company will be held on Monday, August 31, 2015, at 3:00 P.M. at 'The Club', 197, D. N. Nagar, Andheri (W), Mumbai – 400 053, Maharashtra, India, to transact the Business as contained in the Notice dated May 20, 2015, dispatched along with the Annual Report of the Company for the financial year ended March 31, 2015. Electronic copies of the AGM Notice and the Annual Report is sent to all the members whose email IDs are registered with the Company/Depository Participant(s)/Registrar & Transfer Agent, unless any member has requested for a physical copy of the same. Physical copies of the AGM Notice and Annual Report have been sent to all other members at the registered address in the permitted mode. The Notice alongwith the Annual Report is also available on the Company's website www.balajitelefilms.com and on the website of Karvy Computershare Private Limited www.karvycomputershare.com.

Pursuant to Section 91 of the Companies Act, 2013 and Clause 16 of the Listing Agreement, notice is further given that the Register of Members and Share Transfer Books of the Company will remain closed from August 27, 2015 to August 31, 2015 (both days inclusive) for the purpose of the AGM and payment of dividend for the year ended March 31, 2015.

The dividend to be declared at the ensuing AGM will be made payable to those members whose names appear in the Company's Register of Members as on August 31, 2015. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the said date for this purpose.

E-Voting:

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering remote electronic voting (e-voting) facility to the members through electronic voting platform of Karvy Computershare Private Limited. The Cut-Off date for determining eligibility of Members for remote e-voting and physical poll at the AGM is Monday, August 24, 2015. A member holding shares either in physical or dematerialized form, as on the cut-off date, i.e. August 24, 2015, only, shall be entitled to avail the facility of remote e-voting as well as voting through polling paper in the AGM. The e-voting means shall commence from 9.00 a.m. (IST) on August 28, 2015 and shall end at 5.00 p.m. (IST) on August 30, 2015. The e-voting facility will be disabled thereafter.

Physical Voting through Ballot Paper will also be made available to those members who attend the AGM and have not already cast their vote by remote e-voting. Members may participate in the 21st Annual General Meeting even after exercising their right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.

In case a person has become Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. August 24, 2015, the member may approach the Company for issuance of User ID and Password for exercising the right to vote by electronic means

- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+ Folio No. or DP ID Client ID to 9212993399.
- If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- Member may call Karvy's toll free number 1800-345-4001.

Members may go through the e-voting instructions provided in the AGM Notice or visit <https://evoting.karvy.com> and in case of any queries, members may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of <http://evoting.karvy.com> or can be addressed to Mr. Rajendra Prasad, Manager, Corporate Registry- Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad 500032 at rajendra.v@karvy.com, Tel:- 040- 67161510 , Toll Free No. 1800- 345- 4001.

For **Balaji Telefilms Limited**

Sd/-

Simmi Singh Bisht

Company Secretary & Compliance Officer

Mumbai,
August 4, 2015