



BALAJI TELEFILMS LIMITED

CIN: L99999MH1994PLC082802

Registered Office: Balaji House, C-13, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (W), Mumbai - 400053, Maharashtra

Website: www.balajitelefilms.com **Email:** investor@balajitelefilms.com

Tel: 40698000, Fax: 40698181/82/83

Notice of the Extra Ordinary General Meeting

Notice is hereby given that the 1st Extra Ordinary General Meeting of the Members of Balaji Telefilms Limited for the financial year 2017-18 will be held on Wednesday August 16, 2017 at 10.00 a.m. at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai – 400 053, Maharashtra to transact the following business:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORIZED SHARE CAPITAL

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

"RESOLVED that in accordance with Sections 4, 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 ("**CA 2013**") and rules made thereunder, and applicable provisions of the Articles of Association of the Company and any other applicable law or laws, rules and regulations (including any amendments thereto or re-enactment thereof for the time being in force), the authorized share capital of the Company be and is hereby increased from Rs. 26,00,00,000 (Rupees Twenty Six Crores) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 2 (Rupees Two) each and 3,00,00,000 (Three Crores) Preference Shares of Rs. 2 (Rupees Two) each to Rs. 36,00,00,000 (Rupees Thirty Six Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2 (Rupees Two) each and Rs. 6,00,00,000 (Rupees Six Crores) divided into 3,00,00,000 (Three Crores) Preference Shares of Rs. 2 (Rupees Two) each.

RESOLVED FURTHER that in accordance with Sections 13 and 61 and any other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company, be and is hereby deleted and be substituted with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 36,00,00,000 (Rupees Thirty Six Crores) divided into:

- (i) 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2 (Rupees Two Only) each; and*
- (ii) 3,00,00,000 (Three Crores) Preference Shares of Rs. 2 (Rupees Two Only) each"*

2. ISSUE OF 2,52,00,000 EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS

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

"RESOLVED that pursuant to: (i) the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the CA 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively "**CA 2013 Rules**"); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended from time to time ("**ICDR Regulations**"); (iii) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), stock exchanges and/or any other statutory / regulatory authority; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 2,52,00,000 (Two Crores Fifty Two Lakhs) equity shares of the Company of the face value of Rs. 2/- (Rupees Two) each ("**Equity Shares**") at a price of Rs. 164/- (Rupees One Hundred and Sixty Four) which includes a premium of Rs. 162/- (Rupees One Hundred and Sixty Two) per Equity Share aggregating to Rs. 413.28 Crores (Rupees Four Hundred and Thirteen Crores and Twenty Eight Lakhs only) to Reliance Industries Limited ("**Allottee**") in accordance with ICDR Regulations on such terms as mentioned in the explanatory statement.

RESOLVED FURTHER that the issue and allotment of the Equity Shares to the Allottee(s) shall be on the following terms and conditions:

- In accordance with the provisions of ICDR Regulations, the “**Relevant Date**” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Monday, July 17, 2017, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on Wednesday, August 16, 2017 to approve this offer.

RESOLVED FURTHER that

- The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited and the National Stock Exchange of India Limited and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares allotted to the Allottee shall rank pari-passu with the then existing Equity Shares of the Company in all respects;
- The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the ICDR Regulations;
- The Board be and is hereby authorized to accept any modifications(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the CA 2013 and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER that the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER that pursuant to the provisions of the CA 2013, the name of the Allottee be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Allottee inviting the Allottee to subscribe to the Equity Shares, as per the draft tabled at the meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company be and is hereby accorded to the issuance of the same to the Allottee inviting the Allottee to subscribe to the Equity Shares.

RESOLVED FURTHER that the monies received by the Company from the Allottee for allotment of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Axis Bank Limited, Andheri West Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER that for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, Mrs. Shobha Kapoor, Managing Director and Mrs. Simmi Singh Bisht, Group Head Secretarial, be and are hereby severally authorized to (i) execute and circulate the private placement offer letter and letters of allotment; (ii) make requisite filings with the Registrar of companies and the stock exchanges; (iii) update the corporate records maintained by the Company; and (iv) do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER that for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage/appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER that for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

3. APPROVAL FOR AMENDMENT OF THE EXISTING ARTICLES OF ASSOCIATION TO CONFORM WITH THE TRANSACTION DOCUMENTS

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

“RESOLVED that in accordance with the provisions of applicable law, including Section 14 of the CA 2013 and the rules made thereunder and amended from time to time, approval of the shareholders of the Company be and is hereby accorded, by way of special resolution, to adopt the restated articles of association of the Company, a draft of which is placed before the meeting (which be and is hereby specifically approved), in substitution of the existing articles of association of the Company.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders of the Company or otherwise to the end and intent that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that Mrs. Shobha Kapoor, Managing Director and Mrs. Simmi Singh Bisht, Group Head Secretarial, be and are hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies and to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the ROC or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same.”

By order of the Board of Directors

Simmi Singh Bisht
Group Head Secretarial

Date: July 21, 2017

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty (50) 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 a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the special business item is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on Thursday, July 20, 2017, has appointed Mr. Bhavesh Desai, Practicing Company Secretary (Membership No. 7899 & CP No. 7711) as scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to remote e-voting. The remote e-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password along with procedure for such remote e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on Wednesday, August 16, 2017.

9. Please note that the members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the meeting and vice versa. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the meeting may also attend the meeting and participate in the meeting, but shall not be entitled to cast their vote again.
10. A member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on Saturday August 12, 2017 (11.30 a.m. IST) and ends on Tuesday, August 15, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August 9, 2017, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, August 9, 2017. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. Wednesday, August 9, 2017 should treat this Notice for information purpose only.
13. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. Wednesday, August 9, 2017 may obtain the login ID and password by sending a request at simmi.bisht@balajitelefilms.com. However, if such person is already registered with M/s. Karvy Computershare Private Limited, for remote e-voting, they may use their existing user ID and password for casting their vote.
14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard; (ii) Mumbai Lakshadeep, having wide circulation in the district where the registered office of the Company is situated.
16. The scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by any Director or Group Head Secretarial of the Company duly authorized, on or before Friday, August 18, 2017 at the registered office of the Company and will also be displayed on the Company's website www.balajitelefilms.com, and communicated to the BSE Limited and National Stock Exchange of India Limited, Registrar and share transfer agent on the said date.
17. The Board of Directors has appointed the Group Head Secretarial as the person responsible for this process.
18. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
19. Members are requested to notify any change of their address to the Company's registrars and share transfer agents, M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower- B, Plot No. 31 & 32, Gachibowli, Financial district, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana.
20. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the share transfer agents of the Company and register their email-id. Members holding shares in demat form are requested to register/update their e-mail address with their depository participant(s) directly. Members of the Company who have registered their email-address are entitled to receive such communication in physical form upon request.
21. Members may also note that this notice will be available on the Company's website: www.balajitelefilms.com. Relevant documents referred to in the Notice and the accompanying explanatory statement are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the Meeting.

22. Information and other instructions relating to e-voting are as under:

INSTRUCTIONS FOR E-VOTING

1. Use the following URL for e-voting: <https://evoting.karvy.com>.
2. Enter the login credentials [i.e., user id and password mentioned in your email/attendance slip/Proxy form]. Your Folio No. / DP ID /Client ID will be your user ID. However, if you are already registered with Karvy Computershare Private Limited for e-voting, you can use your existing user id and password for casting your vote.
3. After entering the details appropriately, click on “LOGIN”.
4. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential for casting your vote in a secure manner.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the “EVENT” i.e., Balaji Telefilms Limited.
7. On the voting page, the number of equity shares (which represents the number of votes) as held by the member, on the cutoff date will appear.
8. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all Equity Shares and click “FOR” / “AGAINST” as the case may be or partially in “FOR” and partially in “AGAINST”, but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option “ABSTAIN” and the Equity Shares held will not be counted under either head.
9. Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
10. Cast your vote by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

Other Instructions:

11. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Further, the member who has cast his/her vote electronically shall not be able to vote in meeting again, and his/her earlier vote (cast through e-voting) shall be treated as final.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the “Download” section of <https://evoting.karvy.com> or contact M/s. Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
13. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Wednesday, August 9, 2017.
14. Mr. Bhavesh Desai, Practicing Company Secretary (Membership No. 7899 & CP No. 7711) has been appointed as the scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
15. The scrutinizer shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, within a period not exceeding three (3) working days from the conclusion of the e-voting period forthwith to the Chairman/or a person authorized by the Chairman in writing of the Company.
16. The results shall be declared on or after the Extra Ordinary 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 Computershare Private Limited within two (2) days of passing of the resolutions at the Extra Ordinary General Meeting of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
17. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
18. Corporate / institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant board resolution / authority letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorised to vote, to the scrutinizer through e-mail on investors@balajitelefilms.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.”

19. In case of any query or grievance, please refer to the Help & FAQ section of the website of M/s. Karvy Computershare Private Limited at www.karvycomputershare.com or call on 040 67161510 or contact:

Name: Mrs. Simmi Singh Bisht

Designation: Group- Head Secretarial

Address: Balaji Telefilms Limited

C13, Balaji House, Dalia Industrial Estate,

New Link Road, Andheri (w), Mumbai – 400053

Email id: simmi.bisht@balajitelefilms.com

Telephone No.: 022- 40698000

By order of the Board of Directors

Simmi Singh Bisht
Group Head Secretarial

Date: July 21, 2017

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated July 21, 2017 and shall be taken as forming part of the notice.

Item 1

Increase in Authorized Share Capital of the Company

In order to broad base the capital structure of the Company and to enable the Company to issue further shares on a preferential basis it is proposed to increase the authorized share capital.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Item 2

Issue of Equity Shares to the Allottee on a Preferential Allotment / Private Placement Basis

The Company proposes to make allotment of 2,52,00,000 equity shares to the Allottee on a preferential / private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on Thursday, July 20, 2017.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the CA 2013 as well as the ICDR Regulations.

Therefore, in terms of the CA 2013 and ICDR Regulations, consent of the members is being sought for the issue and allotment of 2,52,00,000 equity shares of the Company, having a face value of Rs. 2/- (Rupees Two) each at a price of Rs. 164/- (Rupees One Hundred and Sixty Four) (including a premium of Rs. 162/- (Rupees One Hundred and Sixty Two) per equity share aggregating to Rs. 413.28 Crores (Rupees Four Hundred and Thirteen Crores and Twenty Eight Lakhs only) (“**Equity Shares**”), on a preferential basis to the Allottee, entitling the Allottee to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members.

The Company has entered into a share subscription agreement dated July 21, 2017 inter alia for the issuance of 2,52,00,000 equity shares to the Allottee (“SSA”). In terms of the SSA, the Allottee is entitled to nominate 2 (two) directors to the Board of the Company.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73(1) of the ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Preferential Issue:

The Company shall utilise the proceeds from the preferential issue exclusively to fund, capital expenditures, working capital requirements, acquisition of shares in companies which are engaged in businesses which are similar to the business of the Company, and general corporate purposes to augment the business of the Company.

Relevant Date

The “**Relevant Date**” for the preferential issue, as per the ICDR Regulations, as amended from time to time, for the determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Monday, July 17, 2017, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting (i.e. August 16, 2017).

Pricing of Preferential Issue:

The price of the Equity Shares to be issued is fixed at Rs. 164/- per Equity Share of Rs.2/- each in accordance with the price determined in terms of Regulation 76 of the (ICDR) Regulations.

Basis on which the price has been arrived at:

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 26 (twenty six) weeks prior to the relevant date has been considered.

In terms of the ICDR Regulations, the Equity Shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the 26 (twenty six) weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the 2 (two weeks) preceding the Relevant Date.

Accordingly, price per Equity Share of Rs. 164/- per Equity Share is equal to the price of Rs. 164/-, which has been calculated in accordance with the above provisions.

Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

The identity of the persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control

Details of Allottee	Category of Allottee	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
Reliance Industries Limited	Public	NIL	2,52,00,000	24.92%	Allottee is a listed company with its Equity shares listed on BSE Limited and National Stock Exchange of India Limited. The beneficial owners are all shareholders of the Allottee.

The pre issue and post issue shareholding pattern of the Company:

SR. NO.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	Promoters' holding :				
1.	Indian :				
	Individual	3,28,73,663	43.29	3,28,73,663	32.51
	Bodies Corporate				
	Sub Total				
2.	Foreign Promoters				
	Sub Total (A)	3,28,73,663	43.29	3,28,73,663	32.51
B	Non-Promoters' holding:				
1.	Institutional Investors	19,76,482	2.60	6,82,56,780	67.49
	Non-Institution Investors				
	Directors	300	0.00		
	Indian Public	1,60,96,246	21.20		
	Others (Including NRIs)	1,82,49,325	24.03		
	Bodies Corporates	67,34,427	8.87		
	Sub Total (B)	4,30,56,780	56.71		
	GRAND TOTAL	7,59,30,443	100.00	10,11,30,443	100

Proposed time within which the allotment shall be completed:

As required under the (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares.

Lock in period:

The Equity Shares shall be locked-in for such period as may be specified under the ICDR Regulations.

Auditor's certificate:

It is proposed to obtain a certificate from M/s. Deloitte Haskins & Sells LLP, Statutory Auditors of the Company, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations. This certificate will be placed before the Extra Ordinary General Meeting of the shareholders.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Item 3

Approval for amendment of the existing Articles of Association to conform with the Transaction Documents

The Company has entered into a Share Subscription Agreement dated July 21, 2017 inter alia for the issuance of 2,52,00,000 equity shares to the Allottee ("SSA").

The SSA contemplates an amendment to the existing articles of association of the Company.

The draft of the Restated Articles of Association ("Restated AOA") shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office and/or corporate office of the Company.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

By order of the Board of Directors

**Simmi Singh Bisht
Group Head Secretarial**

Date: July 21, 2017

Place: Mumbai

Regd. Office:

Balaji Telefilms Limited

CIN: L99999MH1994PLC082802

C13, Balaji House, Dalia Industrial Estate,

Opp. Laxmi Industries, New Link Road,

Andheri (W), Mumbai – 400053, Maharashtra

Website: www.balajitelefilms.com Email: investor@balajitelefilms.com

BALAJI TELEFILMS LIMITED

CIN: L99999MH1994PLC082802

Registered Office: Balaji House, C-13, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (W), Mumbai - 400053, Maharashtra

Website: www.balajitelefilms.com **Email:** investor@balajitelefilms.com

Tel: 40698000, Fax: 40698181/82/83

ATTENDANCE SLIP

1st Extra Ordinary General Meeting for the financial year 2017-18

Venue of the Meeting: "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai – 400 053, Maharashtra

Day, Date & Time: Wednesday, August 16, 2017, at 10:00 a.m.

Members attending the Meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting hall.

Joint shareholders may obtain Additional Slip at the Venue of the Meeting.

Name
Address
DP Id*
Client Id*
Folio No.
No. of shares held

* Applicable for Members holding shares in Electronic form.

Signature of Member / Proxy

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PROXY FORM

1st Extra Ordinary General Meeting for the financial year 2017-18

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name
Registered Address
Email Id
DP Id*
Client Id*
Folio No.

* Applicable for Members holding shares in Electronic form.

I/We, _____ of _____ being the member/members of Balaji Telefilms Limited hereby appoint the following as my/our proxy to attend vote (on a poll) for me/us and on my/our behalf at the 1st Extra Ordinary General Meeting of the Company for the financial year 2017-18, to be held on Wednesday, August 16, 2017 at 10:00 p.m. at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai – 400 053, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

- Name: _____ Registered Address: _____
Email Id: _____ Signature: _____ or failing him/her
- Name: _____ Registered Address: _____
Email Id: _____ Signature: _____ or failing him/her
- Name: _____ Registered Address: _____
Email Id: _____ Signature: _____

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sr. No.	Resolution	No. of Shares held	For	Against
1.	Increase in Authorized Share Capital of the Company			
2.	Issue of 2,52,00,000 equity shares on a preferential allotment / private placement basis			
3.	Approval for amendment of the existing articles of association to conform with the transaction documents			

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____ 2. _____

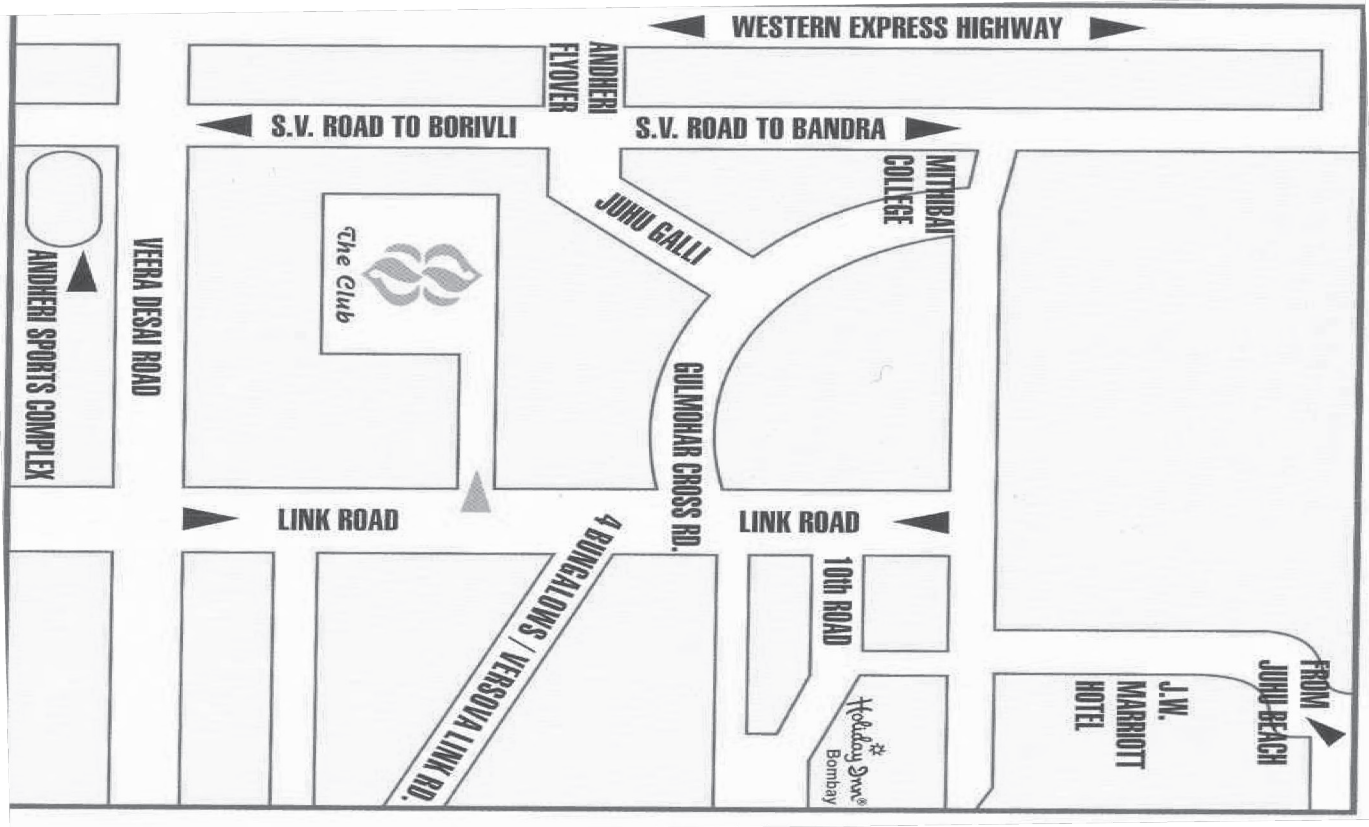
Affix
Revenue
Stamp

Signature of the Proxy holder(s)

Signed this _____ day of _____ 2017.

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a Member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



Landmark: Opp. D. N. Nagar Police Station