

Annexure II to SEBI Circular CIR/CFD/DIL/3/2013 dated January 17, 2013

**Format for furnishing the details of employee benefit schemes involving dealings in secondary market, not covered under SEBI (ESOS and ESPS) Guidelines 1999 being used here for providing details of the Balaji Employees Foundation, an employee welfare trust.**

1. Name of Issuer : **Balaji Telefilms Limited**
2. Name of the Scheme : **Not Applicable**
3. Date of Implementation : **July 15, 2009 (Trust formation date)**
4. Mode of Implementation : **Trust**

5. Brief Particulars about the scheme(modus operandi)

Details of Trust, Trustees and their relationship with Promoters or Directors of the company

**Name of the Trust : Balaji Employees Foundation**

Beneficiaries – all present and future employees of the Company, its subsidiaries and associate companies including the holding company and group companies presently existing or formed hereafter whether the employment is contractual or otherwise, including the Family of such Employees.

Object and Purposes of Trust:

The objects and/or purposes of the Trust shall be the welfare of the Beneficiaries and such welfare shall inter alia include the following:

- a. own or take on lease / hire and run, conduct and maintain all types of educational, medical, sports, academic and other institutions and establishments of whatsoever nature, which the Trustees in their absolute discretion think fit and proper;
- b. payment of fees and expenses in connection with the providing of education and all other expenses for or relating to educational purposes deemed appropriate by the Trustees, including grant or funding of scholarships, awards or prizes (in the shape of books, cash or otherwise) or the grant or extension of loans or other aids;
- c. payment of fees and other charges levied by any school, college or other institution imparting any academic, cultural or vocational training;

- d. meeting the cost of books, uniforms or equipment required for the purposes of education;
- e. meeting the cost of transport to and from the place at which the education or training is imparted;
- f. meeting the cost of boarding and lodging in the case of Beneficiaries admitted at a boarding school, college or other institution and the cost of meals charged by any institution in the case of day scholars;
- g. arranging, sponsoring or providing for or assisting in arranging, sponsoring or providing for the holding of exhibitions, seminars, meetings, lectures and classes relating to educational purposes;
- h. arranging, sponsoring or providing for or assisting in arranging, sponsoring or providing for educational or study tours or excursions in or outside India and the cost of travel, boarding and lodging in connection therewith;
- i. advancing, promoting, supporting, sponsoring, funding and encouraging education and learning as well as sports and extra curricular activities;
- j. paying or reimbursing the contribution or fees paid to libraries or subscription for books, periodicals, newspapers, journals, magazines and the like;
- k. providing gymnasiums or paying or reimbursing the contribution paid for membership of gymnasium or the purchase or use of instruments, equipment, apparatus or other articles relating to gymnasiums or physical culture.
- l. payment of medical and surgical expenses including bills, fees and charges of consultants or medical practitioners for medical or surgical treatment received in hospitals, clinics, nursing homes, dispensaries, cost of medicines, laboratory tests and X-rays, boarding and lodging expenses in hospitals, clinics, nursing homes, cost of travel for special medical, surgical or other treatment or investigations both within and outside India or any other expenses for medical welfare deemed appropriate by the Trustees;
- m. entering into any arrangements or agreements with any hospitals, nursing homes, dispensaries, clinics or other like institutions or establishments, or with any medical practitioners, physicians, surgeons or consultants as may appear conducive to the fulfillment of the aforesaid objects or purposes or any of them and to carry out exercise or comply with all or any such arrangements;
- n. payment of expenses in connection with marriages, funerals or religious ceremonies which, it is incumbent, necessary or appropriate for the Beneficiaries to perform;
- o. payment by way of subsidies for needs and necessities of life, furniture, household and domestic equipment and the like;
- p. providing facilities of a crèche or reimbursing the amount paid for a crèche or facilities therein;
- q. providing recreation facilities, reimbursing fees subscriptions and expenses for clubs or other recreation facilities, subsidising expenses of get together socials, excursions, tours

- and the like as may be deemed appropriate by the Trustees;
- r. to promote and advance whether by way of grants, payment of moneys, loans or subsidies or by provision of amenities, benefits or facilities of any type whatsoever for or in respect of or in relation to all or any of the objects or purposes aforesaid and generally to provide for and promote the welfare and being of the Beneficiaries;
  - s. doing all such other things either alone or in conjunction with others as may be incidental or conducive to the attainment of the above objects or purposes or any of them;
  - t. take up any other scheme that the Trustees may in their absolute discretion think fit and proper for the welfare of the Beneficiaries.

#### **Details of the Trustees**

**Names of the Trustees :**

**Tanuj Garg**  
**Abhijeet Bhande**  
**Ketan Gupta**  
**Ravi Bhattra**  
**Shree Bhattra**

**None of the Trustees are in any way related to the Promoters or Directors of the Company**

6. Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, details thereof and their entitlements

**The eligible beneficiaries of the Trust are present and future employees of the Company, its subsidiaries and/or associate companies including group companies drawing a gross salary of Rs. 10000/- or more per month, but excluding Promoter Directors.**

7. No. of shares held by Trust/any other agency managing the scheme as on the date of circular :

**14,37,305 shares are held by the Trust.**

8. How the Trust/agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013:

As set out in our covering letter, since the Trust is not formed for granting stock options to the employees of the Company, the shares held by the Trust cannot be transferred to the employees. These shares will continue to be held by the Trust which will utilize these shares and any income arising from these shares or the sale therefore for the benefit of the employees of the Company as per the objects set out in the Trust Deed. Further we would like to state that the Trust has not acquired any shares since April 01, 2012 and would not make any purchases henceforth.

9. Details of the persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:

Name of the employee	Whether falling under Promoter/promoter group/directors	No. of entitled shares	% of such entitlement over the paid-up share capital	No. of shares transferred/alloted to them/benefits of which is passed on to them out of (3)
1	2	3	4	5

**Since there is no ESOP scheme, no entitlement is fixed for any person.**

10. Details of secondary market purchases/sales by the company/trust/any other agency managing the scheme if any, since April 01, 2012 in the following format :

Sl	Date/time	Type of Transaction (purchase/Sale)	No. of securities	Price at which purchased/sold

**No transaction made since April 01, 2012.**