



POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations and the Listing Agreement, the resolutions being forwarded herewith are proposed to be passed by the members by way of postal ballot or electronic voting (e-voting). Members, who are not voting electronically, may use the attached business reply envelope to send the Postal Ballot to record their assent or dissent to the said resolutions.

SPECIAL BUSINESS:

Item No. 1

Increase Authorised Share Capital of the Company:

To consider and if thought fit, to pass with or without modifications, 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 there under (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 Rs.20,00,00,000 (Rupees Twenty Crores only) comprising of 8,50,00,000 (Eight Crores Fifty Lakhs) Equity Shares of Rs.2 (Rupees Two) each and 1,50,00,000 (One Crore Fifty Lakhs) Preference Shares of Rs.2 (Rupees Two) each to Rs. 26,00,00,000 (Rupees Twenty Six Crores only) comprising of 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”.

Item No. 2

Alteration of the Capital Clause of the Memorandum of Association:

To consider and if thought fit, to pass with or without modifications, the following resolution as an 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 are hereby deleted and substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 26,00,00,000 (Rupees Twenty Six Crores only) comprising of: 10,00,00,000 (Ten Crores) Equity Shares of Rs.2 (Rupees Two) each Rs. 20,00,00,000/- (Rupees Twenty Crores only) and 3,00,00,000 (Three Crores) Preference Shares of Rs.2 (Rupees Two) each Rs. 6,00,00,000/- (Rupees Six Crores only).

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).”

Item No. 3

Further Issue of Securities:

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

“RESOLVED that pursuant to the provisions of Sections 41, 42, 55, 62, 63 and 71, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules there under and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the “Companies Act”), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the “FCCB Scheme”), the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (“GoI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Mumbai (the “RoC”), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) be and is hereby accorded to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of Rs. 2 each (Rupees Two only) (the “Equity Shares”), Preference Shares with face value of Rs. 2 each (Rupees Two only), Global depository receipts (“GDRs”), American depository receipts (“ADRs”) foreign currency convertible bonds (“FCCBs”) and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures (“FCDs”), partly convertible debentures (“PCDs”), non-convertible debentures (“NCDs”) with warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the “Securities”) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, through public and/or private offerings and/or on preferential allotment basis, including without limitation through a qualified institutions placement (in accordance with Chapter VIII of the SEBI ICDR Regulations) (“QIP”), or any combination thereof, through the issue of prospectus and/or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“QIBs”) in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the “Investors”), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue. The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER that if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board, shall be completed within twelve months from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 months from the date of allotment), and the aggregate of all

QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

RESOLVED FURTHER that in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI 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, or in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting of the Board in which it decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.

RESOLVED FURTHER that the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GoI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER that in pursuance of the aforesaid resolutions:

a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and

b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *paripassu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER that the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *paripassu* with the existing Equity Shares in all respects.

RESOLVED FURTHER that in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.

RESOLVED FURTHER that subject to the applicable law, the Board be and is hereby authorized to form a Committee or delegate all or any of its powers to any Director (s) or Committee of Directors/Company Secretary/other persons authorized by the Board to do such acts, deeds and things in its absolute discretion as it deems necessary or expedient in connection with the creation, offer, issue, allotment, dematerialization or listing of the Securities, etc., including, without limitation, the following:

- (a) appointing managers, arrangers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, intermediaries or advisors, whether in India or abroad, and finalizing the terms of and entering into or execution of all such agreements, arrangements or other documents with any such agencies, intermediaries or advisors, as may be required or expedient;
- (b) applying for and obtaining the consent of any relevant regulatory authorities/agencies, the Company’s lenders/creditors, or any other parties (including, without limitation, any experts or persons with whom the Company has entered into commercial or other agreements), as may be required or expedient;
- (c) finalization and approval, and making arrangements for the submission, of the preliminary and/or draft and/or final placement document/offering circulars/information memoranda/prospectuses/offer documents, and any addenda or corrigenda thereto, with any applicable regulatory authorities or agencies, as may be required;
- (d) determining the pricing and terms of the Securities (including, in the case of an issuance of FCCBs/ADRs/GDRs in accordance with the relevant provisions of the FCCB Scheme or the Depository Receipts Scheme, 2014; or in case of a QIP, the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, determining the floor price and the final allotment price in accordance with the SEBI ICDR Regulations and/or any other applicable laws, including any discount of up to 5% of the floor price or such other discount as may be permitted under applicable law or any premium amount on issue/conversion of securities), the date for the opening and closure of the subscription period for the Securities (including the extension of such subscription period, as may be necessary or expedient), and all other related matters (including, without limitation, taking any action or decision in relation to two-way fungibility between FCCBs/ADRs/GDRs and underlying Equity Shares or in relation to payment in calls for the Securities, insofar as may be permitted under applicable law and relevant regulatory approvals);
- (e) approval of the letters of allotment, security certificates, listing applications, engagement letters, memoranda of understanding and any other agreements or documents, placement agreement(s), deposit agreement(s), purchase/subscription/underwriting agreement(s), trust deed(s), indenture(s), escrow agreement(s), etc., including amending, varying or modifying the same, as may be necessary or expedient;

- (f) opening one or more bank accounts in the name of the Company or otherwise, in Indian currency or foreign currency(ies), with such banks in India and/or such foreign countries, as may be necessary or expedient in connection with the issue and allotment of the Securities;
- (g) finalization of the basis of allotment of the Securities on the basis of the subscriptions received (including in the event of over-subscription);
- (h) creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on *paripassu* basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable;
- (i) to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof 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;
- (j) seeking listing of the Securities on any Indian and/or foreign stock exchanges, submitting listing applications to such stock exchanges and taking all actions that may be necessary in connection with obtaining or ensuring such listing;
- (k) convening any meetings of the shareholders of the Company either by way of an extraordinary general meeting or passing resolutions through postal ballot;
- (l) authorization of any director or officers of the Company, including by the grant of powers of attorney and/or on joint and/or several basis, to do such acts, deeds and things as the authorized persons in his or their absolute discretion may deem necessary or expedient in connection with the offer, issue and allotment of the Securities; and
- (m) all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or expedient, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities.”

Date: November 9, 2015

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

Reg Off:- C-13, Balaji House,
Dalia Industrial Estate,
New Link Road, Andheri (West),
Mumbai- 400053

**Simmi Singh Bisht
Group Head- Secretarial.**

Notes:

1. The relevant explanatory statement pursuant to Sections 102 (1) and 110 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Board of Directors in their meeting held on November 9, 2015, has appointed Mr. K.C. Nevatia, Practicing Company Secretary, as Scrutinizer to receive and scrutinize the completed ballot papers from the members.
3. The Postal Ballot Notice is being sent to the Members whose name appears in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on November 20, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope.
4. Members whose name appears on the Register of Members/List of Beneficial Owners as on November 20, 2015 will be considered for the purpose of voting.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.
7. A member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than December 30, 2015 at 5:00 p.m.
9. The Scrutinizer will submit his report to the Chairman after completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on or before January 04, 2016.

10. The date of declaration of results of postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

1) Instructions for Members for E-voting are as under:

a) In case of Members receiving email from Karvy:

- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com> or click on the link provided in the email.
- (ii) The e-voting period commences on December 1, 2015 (9:00 a.m.) and ends on December 30, 2015 (5:00 p.m.). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (iii) Enter the login credentials (i.e., user id and password) mentioned on the Postal ballot Form. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KCPL for e-voting, you can use your existing user id and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form :- Even no. (as given in Postal Ballot Form) followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / sent to you via email.
Captcha	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- c) After entering these details appropriately, click on “LOGIN”.
- d) Members holding shares in Demat/Physical form and using e-voting facility of KCPL, for the first time, will now reach password change menu wherein they are required to mandatorily change their login password in the new 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 (\$,@,#, etc). Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for e-Voting through KCPL's 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.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt to select the EVENT i.e., Balaji Telefilms Limited.
- g) If you are holding shares in Demat Form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- h) On the voting page, you will see resolution description and against the same options ‘FOR / AGAINST’ for Voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST’ 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.
- i) 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.
- j) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.

- k) Corporate/Institutional Members (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scanned copy (PDF 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 scrutinizer@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.”
- l) Please contact our toll free No. 1800 345 4001 for any further clarifications.

b) In case of Members receiving Postal ballot Form by Post and opting for voting through Electronic means:

- (i) Initial password is provided as below/at the bottom of the Postal ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) **Please follow all steps from a) above, to cast vote.**
- (iii) In case you have forgotten your password, click on the “Forgot Password” link on the home page of the website <https://evoting.karvy.com>. You can retrieve password through the following three options:
- (iv) **Easy SMS:** If you have your mobile number registered against your Folio Number / DP ID Client ID, send SMS:: MYEPWD followed by your Folio No./ DP ID Client ID without any gap to 9212993399. Please make sure that your mobile is free from SMS NOT ALLOWED facility.
- (v) **E-Voting Website:** If e-mail is registered against your Folio Number / DP ID Client ID, enter your Folio Number / DP ID Client ID and PAN to receive password.
- (vi) **Customer Care:** Call the Customer Care 1800 345 4001 for related services such as to reset password, unlock the account, register new e-mail, mobile, etc or send an email to evoting@karvy.com.
- (vii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the telephone No.: (Toll Free No. 1800 345 4001)
- (viii) If you are already registered with KCPL for e-voting then you use your existing user ID and password for casting your vote.
- (ix) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication (s).
- (x) The Voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date of November 20, 2015.

Date: November 9, 2015

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

Reg Off:- C-13, Balaji House,
Dalia Industrial Estate,
New Link Road, Andheri (West),
Mumbai- 400053

**Simmi Singh Bisht
Group Head- Secretarial.**

Explanatory Statement pursuant to Section 102 (1) and 110 of the Companies Act, 2013

Item No. 1 & 2

Presently, the Authorised Share Capital of your Company is Rs.20, 00, 00,000 (Rupees Twenty Crores only) comprising of 8, 50, 00,000 (Eight Crores Fifty Lakhs) Equity Shares of Rs.2 (Rupees Two) each and 1,50,00,000 (One Crore Fifty Lakhs) Preference Shares of Rs. 2 (Rupees Two) each.

Considering the overall business growth and operational needs of the Company, the Company may propose to raise additional capital, as mentioned under Resolution No.3 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 SEBI 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 Rs.20,00,00,000 (Rupees Twenty Crores only) comprising of 8,50,00,000 (Eight Crores Fifty Lakhs) Equity Shares of Rs.2 (Rupees Two) each and 1,50,00,000 (One Crore Fifty Lakhs) Preference Shares of Rs. 2 (Rupees Two) each to Rs.26,00,00,000 (Rupees Twenty Six Crores only) comprising of 10,00,00,000 (Ten Crores) Equity Shares of Rs.2 (Rupees Two) each and 3,00,00,000 (Three Crore) Preference Shares of Rs.2 (Rupees Two) each. 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.

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 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 December 30, 2015, at the Registered Office of the Company.

Item No. 3

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 number of 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.

Accordingly, the Company may propose to raise additional capital aggregating up to Rs.250 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 SEBI 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 SEBI 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 SEBI 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 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 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. 3 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.

Date: November 9, 2015

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

Reg Off:- C-13, Balaji House,
Dalia Industrial Estate,
New Link Road, Andheri (West),
Mumbai- 400053

**Simmi Singh Bisht
Group Head- Secretarial.**

**POSTAL BALLOT FORM****(Please read the instructions printed overleaf carefully before completing this form)**

Serial No. :

1. Name and Registered Address of the Sole/First
Named Shareholder (in block letters) :2. Name(s) of the Joint holder (s), If any (in block
letters) :3. Registered Folio No./DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in
dematerialized form)4. Number of equity shares held as on November 20,
2015 :

I / We hereby exercise my/our vote in respect of the ordinary/special resolution to be passed through postal ballot for business as stated in the Notice of the Company dated November 9, 2015 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of Equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Increase Authorised Share Capital of the Company from Rs. 20 Crores to Rs. 26 Crores.			
2.	Alteration of the Capital Clause of the Memorandum of Association.			
3.	Further Issue of Securities upto Rs. 250 Crores.			

Place :

Date :

(Signature of the Equity Shareholder)

Notes: Last Date for Receipt of Postal Ballot Form by the Scrutinizer: **Close of working hours at 5.00 p.m. on Wednesday, December 30, 2015.**

-----X-----X-----

Following Particulars to be used only in case Member opts for e-voting

ELECTRONIC VOTING PARTICULARS

Users who wish to opt for e-voting may use the following login credentials.

EVSN (Electronic Voting Sequence Number)	USER ID	PAN / SEQUENCE NO.

Note: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS FOR POSTAL BALLOT FORM

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the enclosed self- addressed postage prepaid envelope / business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
2. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company in respect of shares held in the physical form or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the dematerialized form. Unsigned Postal Ballot Form will be rejected.
3. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authority together with attested specimen signature(s) of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the Seal of his office. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
5. A tick (v) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
7. Duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) should reach the Scrutinizer, C/o Karvy Computershare Pvt. Ltd., Unit: Balaji Telefilms Limited, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad - 500032 not later than the **close of working hours at 05:00 p.m. on Wednesday, December 30, 2015**. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
8. Votes will be considered invalid on the following grounds:
 - if the member's signature does not tally.
 - if the member has marked all his shares both in favor and also against the respective resolution.
 - if the Postal Ballot Form is unsigned.
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if the information filled in the form is incomplete.
 - if any other form or photocopy of the Postal Ballot Form is used.
9. Duplicate copy of the Postal Ballot Form can be obtained on written request from Karvy Computer Share Private Limited, Registrar and Share Transfer Agents from their office at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction above. Members can download the postal ballot form from the link <http://www.balajitelefilms.com>.
10. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or in his absence to any other Director authorized by the Chairman, after completion of scrutiny of postal ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced on or before January 04, 2016 and will be displayed at the registered and corporate office of the Company and will also be published in newspapers and communicated to the stock exchanges where the Equity Shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website at www.balajitelefilms.com and on the website of Karvy Computeshare Private Limited ("KCPL").
11. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detail and procedure with respect to E-voting is explained in the Notice of Postal Ballot.