

Declaration of the result of Postal Ballot

The Board of Directors of the Company vide its resolution dated January 13, 2011 decided to seek approval of the shareholders for the following matters by way of Postal Ballot pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001:

1. Special Resolution for **Alteration of Clause No. III : Object Clause of the Memorandum of Association of the Company**; and
2. Ordinary Resolution for **Sale of Undertakings under section 293(1)(a)**.

as specified in the notice of postal ballot dated January 13, 2011 read with the Explanatory Statement attached thereto. The duly completed postal ballot forms were to be received by the close of working hours on February 17, 2011.

Mr. Robert Pavrey, a Practising Company Secretary, who was appointed as independent Scrutinizer for the Postal Ballot, has submitted his report dated February 18, 2011. I am pleased to announce the result of the postal ballot process on the basis of the report submitted by the Scrutinizer, Mr. Robert Pavrey.

Details of Postal Ballot forms received, valid or invalid, are as follows:

Sr. No	Particulars	Resolution No. 1 (Special Resolution)		Resolution No. 2 (Ordinary Resolution)	
		No. of Postal Ballot Forms	No. of Shares Voted	No. of Postal Ballot Forms	No. of Shares Voted
a.	Postal Ballot Forms received	189	287037103	177	287017990
b.	Less: Invalid Postal Ballot Forms	5	2043	4	2000
c.	Net Valid Postal Ballot Forms of which:	184	287035060	173	287015990
i.)	Postal Ballot Form with assent for the Resolution	171	283472490	150	282636030
	% to Assent		98.76		98.47
ii.)	Postal Ballot Form with dissent for the Resolution	13	3562570	23	4379960
	% of Dissent		1.24		1.53

All the aforesaid resolutions have therefore been approved and considered as passed by the shareholders with the overwhelming requisite majority.

For **Balaji Telefilms Limited**

Sd/-

Jeetendra Kapoor
Chairman

Mumbai, February 18, 2011