

AVS & ASSOCIATES

Company Secretaries (Peer Reviewed Firm)

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To,
The Members,
Balaji Telefilms Limited
Add: C-13 Balaji House, Dalia Industrial Estate,
Opp. Laxmi Indl. Estate, New link Road, Andheri, (West),
Mumbai, Maharashtra, India, 400053.

Sub: Certificate regarding compliance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

In the terms of Chapter V (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or reenactment thereof for the time being in force) (hereinafter referred to as the "**SEBI ICDR Regulations**"), the **Balaji Telefilms Limited (the "Company")** issuing Extra-Ordinary General Meeting Notice dated December 19, 2024 (hereinafter referred to as the "**Notice**") to the members of the Company seeking their consent to approve the proposed preferential issue of upto 1,78,59,776 (One Crore Seventy-Eight Lacs Fifty-Nine Thousand Seven Hundred and Seventy Six) Equity Shares of the Company having face value of Rs.2/- (Rupees Two Only) for cash at an issue price of Rs.73.17/- (Rupees Seventy-Three and Seventeen Paise Only) Per Equity Share on a Preferential and Private placement basis to persons mentioned in "**Annexure – I**" to this certificate.

Management's Responsibility:

The Management of the Company is responsible for ensuring compliance with the SEBI ICDR Regulations with regard to the issuance of up to 1,78,59,776 Equity Shares on a Preferential basis. This responsibility also includes:

- (a) Reporting of any non-compliance to the Board of Directors, Audit Committee, Members and all Regulatory authorities;
- (b) Preparation and maintenance of proper books of accounts and relevant documents/records as per the external and internal requirements;
- (c) Design, implementation and maintenance of adequate internal procedures/systems/processes/controls relevant to the creation and maintenance of the books of account and relevant documents /records. Further, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

Our Responsibility:

Our responsibility is to express reasonable assurance in the form of an opinion based on our examination of the books of accounts and relevant documents/records provided by the Company and/or its officers as to whether the Company has complied with the applicable requirements as per Chapter V of SEBI ICDR Regulations with regard to the proposed issuance and allotment of Equity shares. Further, our scope of work did not involve performing audit tests for the purpose of expressing of an opinion on the fairness or accuracy of any of the financial information or the statements of the taken as a whole.

Opinion:

Based on our examination, as above, and the information and explanations given to us, we, to the best of our knowledge & belief, certify that the Company has complied with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or reenactment thereof for the time being in force) with regard to the issuance of upto 1,78,59,776 (One Crore Seventy-Eight Lacs Fifty Nine Thousand Seven Hundred and Seventy Six) Equity Shares on a Preferential basis to the Persons mentioned in 'Annexure – I'.

Restriction of use:

This certificate is intended solely for the use of the management of the Company for the purpose of placing before shareholders/making it available for inspection by shareholders and/or submission to the BSE Limited and National Stock Exchange in connection with the issue of Equity Shares under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and is not to be used for any marketing, sale or any other offer of securities or referred to for any other purpose or distributed to any other person without our prior written consent.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior written consent in writing.

**For AVS & Associates
Company Secretaries**

**Vijay Yadav
Partner
Membership No. FCS 11990
C.P. No: 16806
Peer Review No. 1451/2021
UDIN: F011990F003442670**

**Place: Navi Mumbai
Date: December 20, 2024**

'Annexure – I'

List of Proposed Allottees of Equity Shares on Preferential Basis

No.	Name of the Proposed Allottee(s)	Category of Allottee(s)	No. of Shares
1.	Ekta Ravi Kapoor	Promoter/ Individual	34,16,700
2.	Atyant Capital India Fund I	Non-Promoter FPI Category I	28,24,928
3.	Vanderbilt University- Atyant Capital Management Limited (VU)	Non-Promoter FPI Category I	28,24,928
4.	Gothic Corporation	Non-Promoter FPI Category I	31,63,919
5.	The Duke Endowment	Non-Promoter FPI Category II	11,29,971
6.	Gothic HSP Corporation	Non-Promoter FPI Category II	6,77,983
7.	Employees' Retirement Plan of Duke University	Non-Promoter FPI Category I	6,77,983
8.	Sanjiv Dhiresbhai Shah	Non-Promoter/Individual	31,43,364
Total			1,78,59,776