

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
Tel.:40698000 • Fax : 40698181 / 82 / 83
Website : www.balajitelefilms.com
CIN No. : L99999MH1994PLC082802



August 16, 2017

To,

BSE Ltd.

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai 400001

Stock Code: 532382

National Stock Exchange of India Ltd.

"Exchange Plaza",

Bandra-Kurla Complex, Bandra (East),

Mumbai 400051

Stock Code: BALAJITELE

Sub: Proceedings of the 1st Extra Ordinary General Meeting of the Equity Shareholders of the Company for the financial year 2017-18 held on August 16, 2017

Dear Sir/Madam,

In terms of Regulation 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find below proceedings of the 1st Extra-Ordinary General Meeting (EGM) for the financial year 2017-18 of the Company, held today i.e. August 16, 2017:

1. Date, Time and Venue of the Extra Ordinary General Meeting:

The EGM was held on August 16, 2017 at 10.00 a.m. at The Club, 197, D. N. Nagar, Andheri (West), Mumbai- 400 053, Maharashtra.

2. Brief details of items deliberated:

- **Mr. Jeetendra Kapoor -Chairman** of the Company, chaired the EGM.
- The requisite quorum being present, the Chairman called the EGM to order.
- The Chairman then delivered his speech.
- The Chairman informed the members that remote e-voting commenced on Saturday, August 12, 2017 (11.30 a.m. IST) and ended on Tuesday, August, 15, 2017 (5.00 p.m. IST). Such remote e-voting facility was in addition to the voting that took place by poll at the EGM.

- The following business set out in the notice convening the EGM was put for shareholders approval:
 - Increase in Authorized Share Capital 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.
 - Issue of 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) (including a premium of Rs. 162 (One Hundred and Sixty Two) per Equity Share, for a total consideration of Rs. 413,28,00,000 (Four Hundred and Thirteen Crores and Twenty Eight Lakhs only to Reliance Industries Limited (“Investor”) on a preferential basis through a private placement.
 - Approve and adopt the restated Articles of Association of the Company (in substitution of the existing Articles of Association of the Company) incorporating certain provisions contained in the Share Subscription Agreement dated July 21, 2017 executed between the Investor and Balaji Telefilms Limited, in the form approved by the Company and the Investor.
- The Chairman informed the shareholders that Mr. Bhavesh Desai, Practicing Company Secretary, was appointed as scrutinizer to scrutinize the the e-voting process and the voting facility at the venue of the Meeting in a fair and transparent manner.
- The Chairman informed the shareholders that the results of the voting alongwith the scrutinizor’s report would be disseminated to the stock exchanges, namely BSE Ltd. and National Stock Exchange of India Ltd., and would also be uploaded on the website of the Company and Karvy Computershare Private Limited, the agency providing e-voting facility within the stipulated time under applicable law.

3. Manner of Voting

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting

facility to its shareholders to cast votes electronically on the resolutions which were set out in the EGM notice dated July 21, 2017.

- Further, the facility for voting through polling papers was made available to the shareholders who were present at the EGM and had not casted their votes by remote e-voting.

4. Result of the Meeting:

The resolutions are duly approved and passed at the EGM of the Company. A detailed scrutinizer's report shall be submitted within 48 hours of the conclusion of the Meeting.

Note: This is not the minutes of the proceedings of the EGM held on August 16, 2017.

Kindly take the same on record and upload it on your respective websites.

Thanking You.

Yours truly,

For Balaji Telefilms Limited



Simmi Singh Bisht
Group Head Secretarial

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
Tel.: 40698000 • Fax : 40698181 / 82 / 83
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August 17, 2017

To,

BSE Ltd.

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai 400001

Stock Code: 532382

National Stock Exchange of India Ltd.

"Exchange Plaza",

Bandra-Kurla Complex, Bandra (East),

Mumbai 400051

Stock Code: BALAJITELE

Sub: Disclosure of Voting Results of the 1st Extra Ordinary General Meeting for the financial year 2017-18 of the Company held on August 16, 2017

Dear Sir,

This is further to our letter dated August 16, 2017 on Proceedings of the Extra Ordinary General Meeting ("EGM") and pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, details of the voting results of the 1st EGM for the financial year 2017-18 of the Company is enclosed as Annexure A and a report by the scrutinizer on E-voting and voting by poll on the day of the EGM i.e. August 16, 2017, is enclosed.

Kindly take the same on record and upload it on your respective websites.

Thanking You.

Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht

Group Head Secretarial





B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Report of Scrutinizer

[Pursuant to sections 108, 109, 110 of the Companies Act, 2013 and rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

Jeetendra Kapoor

Chairman

Extra-ordinary General Meeting of Equity Shareholders of **Balaji Telefilms Limited** held on Wednesday, August 16, 2017 at 10.00 a.m. at The Club, 197, Juhu Versova Link Road, Opposite D. N. Nagar Police Station, Andheri (West), Mumbai – 400053, Maharashtra, India.

Dear Sir,

I, Bhavesh Desai, proprietor of B. Desai & Associates, a Practising Company Secretary in whole-time practice, appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process together with the voting through polling paper in physical mode at the Poll held at the Extra-ordinary General Meeting of Equity Shareholders of Balaji Telefilms Limited held on Wednesday, August 16, 2017 at 10.00 a.m. at The Club, 197, Juhu Versova Link Road, Opposite D. N. Nagar Police Station, Andheri (West), Mumbai – 400053, Maharashtra, submit my report as under on the resolutions set out in the notice to the Extra-ordinary General Meeting of Equity Shareholders of the Company.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means and poll on the resolutions set out in the notice to the Extra-ordinary General Meeting of Equity Shareholders of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of the Extra-ordinary General Meeting of Equity Shareholders of the Company, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities.
2. Further to the above, I submit my report as under:
 - (i) The voting period for e-voting remained open from Saturday August 12, 2017 (11.30 a.m. IST) to Tuesday, August 15, 2017 (5.00 p.m. IST).
 - (ii) The Company has also provided facility for voting by Polling Paper to the members attending the meeting, who have not cast their vote by remote e-voting.

Bhavesh





B. DESAI & ASSOCIATES

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- (iii) The members of the Company as on the "Cut off" date i.e. Wednesday, August 09, 2017 were entitled to vote on the resolution as set out in the Notice of the Extra-ordinary General Meeting of Equity Shareholders of the Company.
- (iv) The Votes cast were noted and confirmed on Wednesday, August 16, 2017 in the presence of two witnesses, Ms. Nidhi Parekh and Mr. Jeenesh Babaria who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name of the Witness	Signature
Ms. Nidhi Parekh	
Mr. Jeenesh Babaria	

- (v) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited i.e. [https:// evoting.karvy.com](https://evoting.karvy.com) and based on such report generated and along with that of Poll Papers, the result of the e-voting process and polling process are as under:

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted	
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares	
1.	Ordinary Resolution: The resolution approving the Increase in Authorized Share Capital	E-Voting	32901360	100%	11	0%	32901371	

ADW





B. DESAI & ASSOCIATES

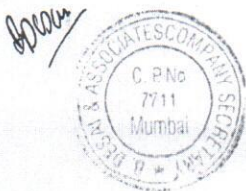
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	#Polling Paper/B allot Paper	1249	100%	0	0%	1249
	Total	32902609	100%	0	0	32902620

The total votes received through polling papers are 1268, out of which, 19 votes were invalid.

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	
2.	Special Resolution: The resolution approving the Issue of 2,52,00,000 Equity Shares on a Preferential Allotment/Private Placement Basis	E-Voting	32901295	99.9998%	76	0.0002%	32901371
		#Polling Paper/B allot Paper	1249	100%	0	0%	1249
		Total	32902544	99.9998%	76	0.0002%	32902620

The total votes received through polling papers are 1268, out of which, 19 votes were invalid.





B. DESAI & ASSOCIATES

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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted	
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes
3.	Special Resolution: The resolution approving the amendment of the existing articles of association to confirm with the transaction documents	E-Voting	32901360	100%	11	0%	32901371	
		#Polling Paper/B allot Paper	1249	100%	0	0%	1249	
		Total	32902609	100%	0	0	32902620	

The total votes received through polling papers are 1268, out of which, 19 votes were invalid.

- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.





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5. I have also appended format of voting result under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in Annexure A to this report.

Thanking you

Yours faithfully,
For B. Desai and Associates
Practising Company Secretary

Bhavesh Desai
C.P.No.7711



Date: *Aug 17, 2017*
Place: Mumbai

Annexure A

Format of Voting Result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Extra-ordinary General Meeting of Equity Shareholders	August 16, 2017
Total number of shareholders on record date	24990
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	03
Public:	85
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution Required: (Ordinary/Special)		Resolution No. 1. Increase in Authorized Share Capital: Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		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.											
Category	Mode of Voting	No. of Shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid		
Promoter and Promoter Group	E-Voting		32873663	100%	32873663	0	100%	0	0	0	0
	Poll	32873663	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0	0
Public Institutions	Total	32873663	32873663	100%	32873663	0	100%	0	0	0	0
	E-Voting		0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	18632581		0	0	0	0	0	0	0	0
Public	Total	18632581	0	0	0	0	0	0	0	0	0
	E-Voting		27708	0.113%	27697	11	99.96%	0.04%	0	0	0



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Non Institutions	Poll	24424199	1249	0.005%	1249	0	100%	0.00%	19
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Total	Total	24424199	28957	0.118%	28946	11	99.96%	0.04%	19
		75930443	32902620	43.333%	32902609	11	100%	0.00%	19

Resolution No. 2 Issue of 2,52,00,000 Equity Shares on a Preferential Allotment/Private Placement Basis:
Special Resolution

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.

Category	Mode of Voting	No. of Shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting		32873663	100%	32873663	0	100%	0	0
	Poll	32873663	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Total	Total	32873663	32873663	100%	32873663	0	100%	0	0
Public Institutions	E-Voting		0	0	0	0	0	0	0
	Poll	18632581	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Total	Total	18632581	0	0	0	0	0	0	0
Public Non Institutions	E-Voting		27708	0.113%	27632	76	99.725%	0.274%	0
	Poll	24424199	1249	0.005%	1249	0	100%	0.00%	19
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
Total	Total	24424199	28957	0.118%	28881	76	99.737%	0.263%	19
Total		75930443	32902620	43.333%	32902544	76	99.9998%	0.0002%	19



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Resolution Required: (Ordinary/Special)		Resolution No. 3 Approval for amendment of the existing Articles of Association to conform with the Transaction Documents: Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		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.									
Category	Mode of Voting	No. of Shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid		
Promoter and Promoter Group	E-Voting		32873663	100%	32873663	0	100%	0	0		
	Poll		0	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0	0		
	Total	32873663	32873663	100%	32873663	0	100%	0	0		
Public Institutions	E-Voting		0	0	0	0	0	0	0		
	Poll		0	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0	0		
	Total	18632581	0	0	0	0	0	0	0		
Public Non Institutions	E-Voting		27708	0.113%	27697	11	99.96%	0.04%	0		
	Poll		1249	0.005%	1249	0	100%	0.00%	19		
	Postal Ballot (if applicable)		0	0	0	0	0	0	0		
	Total	24424199	28957	0.118%	28946	11	99.96%	0.04%	19		
Total		75930443	32902620	43.333%	32902609	11	100%	0.00%	19		



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Handwritten signature and initials, with a circular stamp of the Registrar of Companies, Mumbai, partially visible.