

BALAJI MOTION PICTURES LIMITED

CIN: U22300MH2007PLC168515,

Registered Office: Balaji House, C-13, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road,
Andheri (W), Mumbai - 400053, Maharashtra

Website: www.balajitelefilms.com Email: investor@balajitelefilms.com

Tel: 40698000, Fax: 40698181/82/83

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 [•] :

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 22nd April, 2017 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.	The Resolution approving the Scheme of Arrangement and Amalgamation involving (i) the demerger of the undertaking pertaining to the film production business of Balaji Motion Pictures Limited, a wholly owned subsidiary, and vesting of the same in Balaji Telefilms Limited; (ii) the amalgamation of Bolt Media Limited, a wholly owned subsidiary, with Balaji Telefilms Limited in accordance with and on the terms and conditions as stated in the Scheme of Arrangement and Amalgamation..			

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 Tuesday, 23rd May, 2017.**

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**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.

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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 appointed by the National Company Law Tribunal, Mumbai (“**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 and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
4. Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company by enclosing an attested copy of the power of attorney. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
5. Members are requested not to send any other paper / document (other than those mentioned in Paragraph 3 and 4 above) 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.
6. The tick (✓) 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.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
8. Duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) should reach the Scrutinizer Mr. Bhavesh Desaiat407, Sanjar Enclave above Mahindra Showroom, Opposite to PVR Cinema, S. V. Road, Kandivali West, Mumbai – 400067, Maharashtra, not later than the **close of working hours at 5.00 p.m. on 23rd May, 2017**. The self addressed envelope bears the address of the Scrutinizer. 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.
9. 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.

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- 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.
10. Members can also download the Postal Ballot Form from the Company's website: www.balajitelefilms.com or seek duplicate Postal Ballot Form from Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, Registrar & Transfer Agents of the Company. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction above.
 11. The exercise of vote by Postal Ballot is not permitted through proxy.
 12. The Scrutinizer will submit his report to the Chairman of the court convened meeting, after completion of scrutiny of the postal ballots (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced on or before Tuesday, 30th May, 2017 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.
 13. 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.
 14. Members can only opt for one mode of voting i.e. either physically at the court conveyed meeting or by postal ballot or e-voting.