

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



September 1, 2014

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400 051.

Sub: Proceedings of 20th Annual General Meeting - August 30, 2014

Dear Sirs,

In terms of Clause 31(d) of the Listing Agreement, we hereby submit brief proceedings of the 20th Annual General Meeting (AGM) of the Company held on August 30, 2014 at 'The Club' 197, D. N. Nagar, Andheri (West), Mumbai - 400053.

The meeting was attended by proper quorum and the Members have passed the resolutions relating to the following businesses, with requisite majority:

- 1 Consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
- 2 Declaration of Dividend for the financial year ended March 31, 2014.
- 3 Re-appointment of Mr. Jeetendra Kapoor who retires by rotation.
- 4a Re-appointment of Mr. Pradeep Sarma, Independent Director who retires by rotation for tenure of five consecutive years w.e.f. April 1, 2014.
- 4b Re-appointment of Mr. D. G. Rajan, Independent Director who retires by rotation for tenure of five consecutive years w.e.f. April 1, 2014.
- 4c Re-appointment of Mr. Ashutosh Khanna, Independent Director who retires by rotation for tenure of five consecutive years w.e.f. April 1, 2014.
- 5 Appointment of M/s. Deloitte Haskins and Sells LLP and M/s. Snehal & Associates,



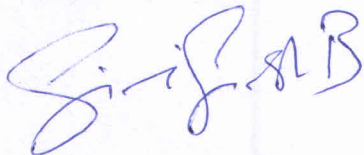
Chartered Accountants as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

- 6 Appointment of Mr. D.K.Vasal as an Independent Director for tenure of five consecutive years w.e.f. May 15, 2014.
- 7 Alteration of Article 150 of Articles of Association of Company relating to Directors liable to retire by rotation.
- 8 Ms. Ekta Kapoor, Director, liable to retire by rotation.
- 9 Increase in Authorised Share Capital of the Company from Rs. 15 Crores to Rs. 17 Crores and alteration of Memorandum of Association.

Also enclosed is a brief report on E-voting and voting by poll on the day of AGM provided by the Scrutiniser, Mr. K. C. Nevatia. Kindly take the same on record.

Yours truly,

For Balaji Telefilms Limited



Simmi Singh Bisht
Company Secretary &
Compliance Officer



BALAJI TELEFILMS LIMITED

SUMMARY OF VALID VOTES CAST BY e-VOTING AND BY POLLS
ANNUAL GENERAL MEETING HELD ON SATURDAY, 30TH AUGUST, 2014

Resolution No.	Subject of Resolution	No. of Votes Cast in FAVOR			No. of Votes Cast AGAINST			Conclusion
		E-Voting	Polls	Total	E-Voting	Polls	Total	
1	To Consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.	200,597	27,476,378	27,676,975	1	-	1	PASSED WITH 100% IN FAVOUR
2	Declaration of Dividend for the financial year ended March 31, 2014.	200,597	27,476,378	27,676,975	1	-	1	PASSED WITH 100% IN FAVOUR
3	Re-appointment of Mr. Jeetendra Kapoor who retires by rotation.	199,047	27,476,378	27,675,425	1,551	-	1,551	PASSED WITH 99.99% IN FAVOUR
4 (a)	Re-appointment of Mr. Pradeep Sarda, Independent Director who retires by rotation for tenure of five consecutive years.	199,047	27,476,378	27,675,425	1,551	-	1,551	PASSED WITH 99.99% IN FAVOUR
4 (b)	Re-appointment of Mr. D. G. Rajan, Independent Director who retires by rotation for tenure of five consecutive years.	199,047	27,476,378	27,675,425	1,551	-	1,551	PASSED WITH 99.99% IN FAVOUR
4 (c)	Re-appointment of Mr. Ashutosh Khanna, Independent Director who retires by rotation for tenure of five consecutive years.	199,047	27,476,378	27,675,425	1,551	-	1,551	PASSED WITH 99.99% IN FAVOUR
5	Appointment of Auditors and fixing their remuneration.	199,097	27,476,378	27,675,475	1,501	-	1,501	PASSED WITH 99.99% IN FAVOUR
6	Appointment of Mr. D.K. Vasal as an Independent Director for tenure of five consecutive years.	199,047	27,476,378	27,675,425	1,551	-	1,551	PASSED WITH 99.99% IN FAVOUR
7	Alteration of Articles of Association.	197,397	27,476,378	27,673,775	3,201	-	3,201	PASSED WITH 99.98% IN FAVOUR
8	Ms. Ekta Kapoor liable to retire by rotation.	199,097	27,476,378	27,675,475	1,501	-	1,501	PASSED WITH 99.99% IN FAVOUR
9	Increase in Authorised Share Capital of the Company and alteration of Memorandum of Association.	197,397	27,476,378	27,673,775	3,201	-	3,201	PASSED WITH 99.98% IN FAVOUR

Place: Mumbai

Date: 1st September, 2014

FOR K. C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES

K. C. Nevatia

(K. C. NEVATIA)
PROPRIETOR

C D No. 2348

1. To Consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	200597	1	0
Voting by Poll	27476378	0	589
Total	27676975	1	589
Percentage	99.9979	0	0.0021

2. Declaration of Dividend for the financial year ended March 31, 2014.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	200597	1	0
Voting by Poll	27476378	0	589
Total	27676975	1	589
Percentage	99.9979	0	0.0021

3. Re-appointment of Mr. Jeetendra Kapoor who retires by rotation.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	199047	1551	0
Voting by Poll	27476378	0	589
Total	27675425	1551	589
Percentage	99.9923	0.0056	0.0021

4a. Re-appointment of Mr. Pradeep Sarda, Independent Director who retires by rotation for tenure of five consecutive years.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	199047	1551	0
Voting by Poll	27476378	0	589
Total	27675425	1551	589
Percentage	99.9923	0.0056	0.0021

4b. Re-appointment of Mr. D. G. Rajan, Independent Director who retires by rotation for tenure of five consecutive years.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	199047	1551	0
Voting by Poll	27476378	0	589
Total	27675425	1551	589
Percentage	99.9923	0.0056	0.0021



4c. Re-appointment of Mr. Ashutosh Khanna, Independent Director who retires by rotation for tenure of five consecutive years.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	199047	1551	0
Voting by Poll	27476378	0	589
Total	27675425	1551	589
Percentage	99.9923	0.0056	0.0021

5. Appointment of Auditors and fixing their remuneration.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	199097	1501	0
Voting by Poll	27476378	0	589
Total	27675475	1501	589
Percentage	99.9925	0.0054	0.0021

6. Appointment of Mr. D.K. Vasal as an Independent Director for tenure of five consecutive years.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	199047	1551	0
Voting by Poll	27476378	0	589
Total	27675425	1551	589
Percentage	99.9923	0.0056	0.0021

7. Alteration of Articles of Association.

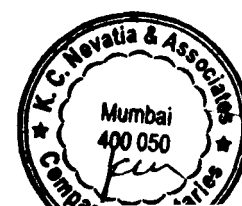
Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	197397	3201	0
Voting by Poll	27476378	0	589
Total	27673775	3201	589
Percentage	99.9863	0.0116	0.0021

8. Ms. Ekta Kapoor liable to retire by rotation.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	199097	1501	0
Voting by Poll	27476378	0	589
Total	27675475	1501	589
Percentage	99.9925	0.0054	0.0021

9. Increase in Authorised Share Capital of the Company and alteration of Memorandum of Association.

Voting option	Valid Votes (No. of Shares)		Invalid Votes (No. of Shares)
	For	Against	
E-Voting	197397	3201	0
Voting by Poll	27476378	0	589
Total	27673775	3201	589
Percentage	99.9863	0.0116	0.0021





K. C. Nevatia

B.Com. (Hons.), LL.B., F.C.A., F.C.S.

Telephone : 2605 8114
J-2, Jolly Highrise Apartments,
10th Floor,
241-A, Pali Mala Road,
Bandra (West),
Mumbai - 400 050.

Date: 30th August, 2014

To,
The Chairman,
BALAJI TELEFILMS LIMITED
Mumbai

Sub: Unlocking of Poll Ballot box of Balaji Telefilms Limited.

I, K. C. Nevatia, appointed as Scrutinizer for voting by Polls at AGM of Balaji Telefilms Limited held on 30th August, 2014 have unlocked Poll Ballot box on Saturday, 30th August, 2014 after shareholders completed casting of their votes by polls, for ascertaining the results of voting by Polls in the presence of (1) Ms. Rupali S Verma and (2) Ms. Khyati B Jobanputra who have signed hereunder as witness.




K. C. NEVATIA
SCRUTINIZER

WITNESSES

1. Ms. Rupali S Verma



2. Ms. Khyati B Jobanputra



• • •

K. C. Nevatia

B.Com. (Hons.), LL.B., F.C.A., F.C.S.

FORM No. MGT-13
Report of Scrutinizer

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,
BALAJI TELEFILMS LIMITED
Chairman

Twentieth Annual General Meeting of the Equity Shareholders of BALAJI TELEFILMS LIMITED held on Saturday, 30th August, 2014 at The Club, 197, DN Nagar, Andheri (West), Mumbai - 400053.

Dear Sir,

I, K. C. Nevatia, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Twentieth Annual General Meeting of the Equity Shareholders of BALAJI TELEFILMS LIMITED, held on Saturday, 30th August, 2014 at The Club, 197, DN Nagar, Andheri (West), Mumbai - 400053, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately details of which are as under:



Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589*

*excluding 7 ballot papers in which folio Nos. were mentioned wrongly and No. of shares held by them were also not mentioned. Hence number of votes cast by them could not be included in the above figures.

4. The result of the Poll is as under:

RESOLUTION NO. 1 ORDINARY RESOLUTION

To Consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589



RESOLUTION NO. 2 ORDINARY RESOLUTION

Declaration of Dividend for the financial year ended March 31, 2014.(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589

RESOLUTION NO. 3 ORDINARY RESOLUTION

Re-appointment of Mr. Jeetendra Kapoor who retires by rotation.(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589

RESOLUTION NO. 4a ORDINARY RESOLUTION

Re-appointment of Mr. Pradeep Sarda, Independent Director who retires by rotation for tenure of five consecutive years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0



(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589

RESOLUTION NO. 4b ORDINARY RESOLUTION

Re-appointment of Mr. D. G. Rajan, Independent Director who retires by rotation for tenure of five consecutive years.(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589



RESOLUTION NO. 4c ORDINARY RESOLUTION

Re-appointment of Mr. Ashutosh Khanna, Independent Director who retires by rotation for tenure of five consecutive years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

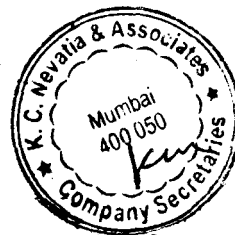
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589

RESOLUTION NO. 5 ORDINARY RESOLUTION

Appointment of Auditors and fixing their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589

RESOLUTION NO. 6 ORDINARY RESOLUTION

Appointment of Mr. D.K. Vasal as an Independent Director for tenure of five consecutive years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589



RESOLUTION NO. 7 SPECIAL RESOLUTION

Alteration of Articles of Association.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

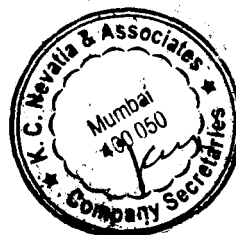
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589

RESOLUTION NO. 8 ORDINARY RESOLUTION

Ms. Ekta Kapoor liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589

RESOLUTION NO. 9 ORDINARY RESOLUTION

Increase in Authorised Share Capital of the Company and alteration of Memorandum of Association.(i) Voted **in favour** of the resolution:

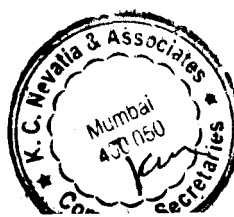
Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	27476378	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy) In Valid manner	Number of valid votes cast by them	% of total number of valid votes cast
58	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
18	589



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

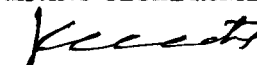
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

PLACE: MUMBAI

DATE: 1ST SEPTEMBER, 2014

Yours faithfully,
FOR K. C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES



(K. C. NEVATIA)
PROPRIETOR

C.P. No. 2348