

# 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](http://www.balajitelefilms.com)  
CIN No.: L99999MH1994PLC082802



March 30, 2023

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai 400 001

**Stock Code: 532382**

**National Stock Exchange of India Ltd.**

“Exchange Plaza “,

Bandra-Kurla Complex, Bandra (East),

Mumbai 400 051

**Stock Code: BALAJITELE**

## **Sub: Outcome of Postal Ballot, E-voting Results and Scrutinizer’s Report**

Dear Sir/Madam,

In furtherance of our letter dated February 27, 2023 whereby we intimated about the process of postal ballot activity (“Postal Ballot”) undertaken by the Company for seeking approval of the Shareholders by way of Special Resolution(s) in terms of the Postal Ballot Notice dated February 14, 2023.

Pursuant to Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of the voting results of the Postal Ballot, in the prescribed format. We also enclose herewith a copy of the Scrutinizer’s Report issued by Mr. Vijay Yadav (Membership No. FCS 11990), Partner of M/s. AVS & Associates, Company Secretaries, who was appointed as the Scrutinizer for the purpose of scrutinizing e-voting. In accordance with the said report, the Shareholders of the Company have approved both the following special resolutions proposed vide Postal Ballot, with requisite majority:

1. Balaji Telefilms – Employee Stock Option Scheme, 2023 and grant of Employees Stock Options to the Employees of the Company thereafter;
2. Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employee Stock Options Scheme, 2023.

The aforesaid resolutions are deemed to be passed on Wednesday, March 29, 2023, being the last date for e-voting.

The voting results along with the Scrutinizer’s Report are also being hosted on the website of the Company i.e. [www.balajitelefilms.com](http://www.balajitelefilms.com).

Kindly take the same on record.

Thanking You.

Yours faithfully,

**For Balaji Telefilms Limited**



**Tannu Sharma**

**Company Secretary and Compliance Officer**

**Membership No.: ACS 30622**

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

<b>Date of Postal Ballot</b>	Date of Postal Ballot Notice: <b>February 14, 2023</b> ; Resolutions are deemed to be passed on <b>March 29, 2023</b> , being the last date for e-voting.
<b>Total number of shareholders on record date i.e. February 24, 2023</b>	35509
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	Not applicable
<b>No. of shareholders attended through video conferencing:</b> Promoters and Promoter Group: Public:	Not applicable



<b>Resolution required: (Ordinary/Special)</b>	<b>Resolution No.1 : Approval of Balaji Telefilms – Employee Stock Option Scheme, 2023 and grant of Employees Stock Options to the Employees of the Company thereafter - <u>Special Resolution</u></b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*1 00	(7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
<b>Public Institutions Holders</b>	E-voting	18487216	116	0.0006	0.00	116	0.00	100.00
	Poll		0.00	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	
<b>Public - Non Institutions Holders</b>	E-voting	47910351	25230505	52.66	25220042	10463	99.96	0.04
	Poll		0.00	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	
<b>Grand Total</b>		<b>101130443</b>	<b>59938497</b>	<b>59.27</b>	<b>59927918</b>	<b>10579</b>	<b>99.982</b>	<b>0.017</b>

\*No. of votes polled does not include 'no. of votes invalid'



<b>Resolution required: (Ordinary/Special)</b>	<b>Resolution No.2 : Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employee Stock Options Scheme, 2023 – <u>Special Resolution</u></b>
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)= [(4)/(2)] * 100	(7)=[(5)/(2)] * 100
<b>Promoter and Promoter Group</b>	E-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
<b>Public Institutions Holders</b>	E-voting	18487216	116	0.0006	0.00	116	0.00	100.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
<b>Public - Non Institutions Holders</b>	E-voting	47910351	25230505	52.66	25220013	10492	99.96	0.04
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
<b>Grand Total</b>		<b>101130443</b>	<b>59938497</b>	<b>59.27</b>	<b>59927889</b>	<b>10608</b>	<b>99.982</b>	<b>0.017</b>

\*No. of votes polled does not include 'no. of votes invalid'



# **AVS & ASSOCIATES**

**Company Secretaries**  
**(Peer Reviewed Firm)**

**Regd. Office:** 1703, G-Square Business Park, Sector 30A, Near Sanpada Railway Station,  
Sanpada, Navi Mumbai -400703, Maharashtra, India

**Email:** [info@avsassociates.co.in](mailto:info@avsassociates.co.in)

**Tel:** 022-35119443 /35119444

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## **Report of Scrutinizer**

(Pursuant to section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the  
Companies Act, 2014)

To,  
Ms. Tannu Sharma  
Company Secretary  
Balaji Telefilms Limited

- A. The Board of Directors of M/s. Balaji Telefilms Limited (hereinafter referred to as "the Company") has appointed Mr. Vijay Yadav (Membership No. FCS 11990), Partner of M/s. AVS & Associates, Company Secretaries as the Scrutinizer by way of a resolution passed at the Board Meeting the Company held on Tuesday, February 14, 2023 for the purpose of Scrutinizing Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular 20/2021 December 8, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and other notifications, clarifications and circulars issued by the Ministry of Corporate Affairs (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other Circulars issued by SEBI, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India through the E-voting process in a fair and transparent manner for following resolutions as mentioned in the Notice of Postal Ballot dated February 14, 2023.



1. To approve Balaji Telefilms - Employee Stock Options Scheme, 2023 ("BALAJI TELEFILMS ESOP Scheme, 2023") and grant of Employee Stock Options to the Employees of the Company thereafter; and
  2. To approve Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employee Stock Options Scheme, 2023.
- B. The Compliance with the relevant provisions of the Act and rules made thereunder read with MCA Circulars in relation to e-voting on the proposed resolutions mentioned in the Postal Ballot Notice dated February 14, 2023 is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in fair and transparent manner and render scrutinizer report based on reports generated from the electronic voting system provided by M/s. KFin Technologies Limited ("KFin");
- C. The Company had appointed KFin to provide an e-voting facility to the shareholders for casting their votes on the proposed resolutions. After the time fixed for the closing of E-voting, voting was closed and votes cast were unblocked;
- D. The members of the Company holding shares as on the "Cut Off" date on Friday, February 24, 2023 were entitled to vote the resolutions forming part of notice;
- E. The Company had availed the e-voting facility provided by KFin for conducting voting on Postal Ballot by the shareholders of the Company. The remote e-voting commenced on Tuesday, February 28, 2023 (09.00 a.m. IST) and ended on Wednesday, March 29, 2023 (05.00 p.m. IST) and KFin remote e-voting portal was blocked/closed in the presence of Mr. Sarvesh Upasani and Ms. Damini Salunke who are not in employment of the Company;
- F. The results of remote e-voting on Postal Ballot are as under:



**SPECIAL BUSINESS:**

**Item No. 1 - Special Resolution:**

Approval of Balaji Telefilms - Employee Stock Options Scheme, 2023 ("BALAJI TELEFILMS ESOP Scheme, 2023") and grant of Employee Stock Options to the Employees of the Company thereafter

Category	Mode of Voting	No. of Shares held	No. of Votes polled*	% of Votes Polled in Outstanding shares	No. of votes in -favour	No of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	34732876	34707876	99.23	34707876	0.00	100.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34732876	34707876	99.23	34707876	0.00	100.00
Public Institutions Holders	Remote E-voting	18487216	116	0.00	0.00	116	0.00	100.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		18487216	116	0.00	0.00	116	0.00
Public - Non Institutions Holders	Remote E-voting	47910351	25230505	52.66	25220042	10463	99.96	0.04
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		47910351	25230505	52.66	25220042	10463	99.96
Grand Total		101130443	59938497	59.27	59927918	10579	99.98	0.02

\*No. of votes polled does not include 'no. of votes invalid'





Item No. 2 - Special Resolution:

**Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employee Stock Options Scheme, 2023**

Category	Mode of Voting	No. of Shares held	No. of Votes polled*	% of Votes Polled in Outstanding shares	No. of votes in - favour	No of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	34732876	34707876	99.23	34707876	0.00	100.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total	34732876	34707876	99.23	34707876	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	18487216	116	0.00	0.00	116	0.00	100.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total	18487216	116	0.00	0.00	116	0.00	100.00
Public - Non Institutions Holders	Remote E-voting	47910351	25230505	52.66	25220013	10492	99.96	0.04
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total	47910351	25230505	52.66	25220013	10492	99.96	0.04
<b>Grand Total</b>		<b>101130443</b>	<b>59938497</b>	<b>59.27</b>	<b>59927889</b>	<b>10608</b>	<b>99.98</b>	<b>0.02</b>


\*No. of votes polled does not include 'no. of votes invalid'



Register/List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid and all relevant records handed over to Ms. Tannu Sharma, Company Secretary of the Company (person authorized by the Chairman) for safe keeping.

Thanking you,  
Yours faithfully,

For AVS & Associates  
Company Secretaries

  
Vijay Yadav  
Partner

Mem. No: F11990

COP No: 16806

Peer Review No: 1451/2021

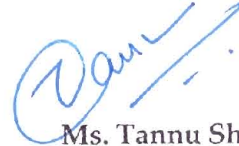
UDIN: F011990D003340777

Place: Navi Mumbai

Date: March 29, 2023



For Balaji Telefilms Limited



Ms. Tannu Sharma  
(Company Secretary)

