



Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opposite Laxmi Industrial Estate,
New Link Road, Andheri (West), Mumbai - 400 053.
www.balajitelefilms.com; CIN : L99999MH1994PLC082802

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Balaji Telefilms Limited will be held on Saturday, March 5, 2016, at 'The Club', 197, D. N. Nagar, Andheri (West), Mumbai- 400 053 (Road Map for the same is also enclosed along with the Notice) at 11.30 a.m. to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1- ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the **“CA 2013”**); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (**“ICDR Regulations”**); (iii) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory / regulatory authority; (iv) the Listing Agreement entered into by the Company with the stock exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 10,720,000 (Ten Million Seven Hundred Twenty Thousand) equity shares of the Company of the face value of Rs. 2 (Rupees Two) each (**“Equity Shares”**) at a minimum price of Rs. 140 (Rupees One Hundred Forty) (including a premium of Rs. 138 (Rupees One Hundred Thirty Eight)) per Equity Share aggregating to Rs. 1500,800,000 (Rupees Fifteen Hundred Million and Eight Hundred Thousand) in accordance with ICDR Regulations, to the following subscribers:

Sl. No.	Details of Subscriber	Number of Equity Shares	Consideration
1.	The Vanderbilt University, permanent account number AAAAV5194R, having its office at 2100 West End Avenue, Suite 1000, Nashville, Tennessee 37203 (“The Vanderbilt University”)	2,550,000	357,000,000
2.	GHI ERP Ltd, permanent account number AAECG7555R, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius (“GHI ERP Ltd”)	620,000	86,800,000
3.	GHI HSP Ltd, permanent account number AAECG7556N, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius (“GHI HSP Ltd”)	1,000,000	140,000,000
4.	GHI LTP Ltd, permanent account number AAECG7559D, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius (“GHI LTP Ltd”)	3,500,000	490,000,000
5.	Atyant Capital India Fund – I, permanent account number AAFC44514M, having its office at C/o CIM Fund Services Limited, 33, Edith Cavell Street, Port Louis, Mauritius (“Atyant Capital India Fund – I”)	3,050,000	427,000,000
	TOTAL	10,720,000	1,500,800,000

(with The Vanderbilt University, GHI ERP Ltd, GHI HSP Ltd, GHI LTP Ltd, and Atyant Capital India Fund – I collectively known as **“Subscribers”**), on a preferential basis through private placement.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be February 4, 2016, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on March 5, 2016 to approve this offer.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Axis Bank, Andheri Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board, all the Directors of the Company and Mrs. Simmi Singh Bisht, Group Head Secretarial, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the special business items (no. 1) is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on February 4, 2016, has appointed Mr. K. C. Nevatia, Practicing Company Secretary, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The

e-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on March 5, 2016.

9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on Wednesday, March 2, 2016 (11.30 a.m. IST) and ends on Friday March 4, 2016 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. February 27, 2016, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of February 27, 2016. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. February 27, 2016 should treat this notice for information purpose only.
13. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. February 27, 2016, may obtain the login ID and password by sending a request at simmi.bisht@balajitelefilms.com. However, if such person is already registered with M/s. Karvy Computershare Private Limited, for remote e-voting, they may use their existing user ID and password for casting their vote.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard in English and (ii) Mumbai Lakshadweep, in Marathi having wide circulation in the district where the registered office of the Company is situated.
16. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by any Director or Group Head Secretarial, of the Company duly authorized, on or before March 7, 2016 at the registered office of the Company and will also be displayed on the Company's website (www.balajitelefilms.com), and communicated to the Depositories, Registrar and Share Transfer Agent on the said date. The result of the voting will also be published in the newspapers.
17. The Board of Directors has appointed the Group Head Secretarial as the person responsible for this process.
18. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
19. Members are requested to notify any change of their address to the Company's Registrars and share transfer agent, M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana-500032.
20. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their email-id. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
21. Members may also note that this notice will be available on the Company's website: www.balajitelefilms.com. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally,

copies of the relevant documents are available for inspection at the head office of the Company at Balaji House, C-13, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West), Mumbai - 400053 and will also be made available at the Meeting.

22. Information and other instructions relating to e-voting are as under:

INSTRUCTIONS FOR E-VOTING

1. Use the following URL for e-voting: <https://evoting.karvy.com>.
2. Enter the login credentials [i.e., user id and password mentioned in your email/attendance slip/Proxy form]. Your Folio No. / DP ID /Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
3. After entering the details appropriately, click on "LOGIN".
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential for casting your vote in a secure manner.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., Balaji Telefilms Limited.
7. On the voting page, the number of equity shares (which represents the number of votes) as held by the member, on the cut off date will appear.
8. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all Equity Shares and click "FOR" / "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the Equity Shares held will not be counted under either head.
9. Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
10. Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

Other Instructions:

11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the member who has cast his/her vote electronically shall not be able to vote in meeting again, and his/her earlier vote (cast through e-means) shall be treated as final.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
13. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being February 27, 2016.
14. Mr. K C Nevatia of M/s. K C Nevatia & Associates, Practicing Company Secretary (CP No. 2348) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Scrutinizer shall, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, within a period not exceeding three (3) working days from the conclusion of the e-voting period forthwith to the Chairman/or a person authorized by the Chairman in writing of the Company.
16. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.balajitelefilms.com and on the website of Karvy within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

17. The resolution(s) shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail on investors@balajitelefilms.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
23. In case of any query or grievance, please refer to the Help & FAQ section of the website of M/s. Karvy Computershare Private Limited at www.karvycomputershare.com or call on 040 67161510 or contact:

Name: Mrs. Simmi Singh Bisht

Designation: Group- Head Secretarial

Address: Balaji Telefilms Limited

C13, Balaji House, Dalia Industrial Estate,

New Link Road, Andheri (West), Mumbai – 400053

Email address: simmi.bisht@balajitelefilms.com

Telephone No.: 022- 40698000

**By Order of the Board
For Balaji Telefilms Limited**

**Simmi Singh Bisht
Group Head- Secretarial**

Date: February 04, 2016

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Issue of Equity Shares to the Subscribers on a Preferential Allotment / Private Placement Basis

The Company proposes to make a preferential allotment of equity shares to:

- a. The Vanderbilt University, permanent account number AAAAV5194R, having its office at 2100 West End Avenue, Suite 1000, Nashville, Tennessee 37203 ("**The Vanderbilt University**");
- b. GHI ERP Ltd, permanent account number AAECG7555R, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius ("**GHI ERP Ltd**");
- c. GHI HSP Ltd, permanent account number AAECG7556N, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius ("**GHI HSP Ltd**");
- d. GHI LTP Ltd, permanent account number AAECG7559D, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius ("**GHI LTP Ltd**");
- e. Atyant Capital India Fund – I, permanent account number AAFCA4514M, having its office at C/o CIM Fund Services Limited, 33, Edith Cavell Street, Port Louis, Mauritius ("**Atyant Capital India Fund – I**");

(with The Vanderbilt University, GHI ERP Ltd, GHI HSP Ltd, GHI LTP Ltd, and Atyant Capital India Fund – I collectively known as "**Subscribers**"), on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on February 4, 2016.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "**CA 2013**") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("**ICDR Regulations**").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 10,720,000 equity shares of the Company, having a face value of Rs. 2 (Rupees Two only) each at a minimum price of Rs. 140 (Rupees One Hundred Forty) (including a premium of Rs. 138 (Rupees One Hundred Thirty Eight) per Equity Share aggregating to Rs. 1500,800,000 (Rupees Fifteen Hundred Million and Eight Hundred Thousand) ("**Equity Shares**"), on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, no later than 15 (fifteen) days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Preferential Issue:

The proceeds of the issue will be utilized to catapult the launch and growth of ALT Digital Media Entertainment Limited (ALT Digital Media) – the Group’s foray into the B2C digital content business segment – the next growth driver for the Company. ALT Digital Media will create its own highly differentiated, original digital content platform for the entire connected ecosystem spanning mobiles, computers, tablets, smart TVs and game stations. Through this endeavor Balaji Telefilms will go beyond the current themes of television entertainment to set a new bench-mark with younger, edgier and smarter contemporary content that merits a different medium - 75% of Indian audiences accessing the internet are aged between 19 to 30 years and increasingly seek new entertainment.

The total number of shares or other securities to be issued

10,720,000 (Ten Million Seven Hundred Twenty Thousand) Equity Shares.

Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is February 04, 2016 (“**Relevant Date**”) (i.e. 30 days prior to the date of proposed EGM which is March 05, 2016, to approve the proposed preferential issue).

Pricing of Preferential Issue:

The price of equity shares to be issued is fixed at Rs. 140 per equity share of Rs. 2/- each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

Basis on which the price has been arrived at:

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India, the stock exchanges which has the highest trading volume in respect of the equity shares of the Company, during the preceding twenty six weeks prior to the relevant date has been considered.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or
- b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per equity share of Rs. 140/- per equity share is higher than the price of Rs. 118.62, which has been calculated in accordance with the above provisions.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control

Sl. No.	Details of Subscriber	Category of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
1.	The Vanderbilt University, permanent account number AAAAV5194R, having its office at 2100 West End Avenue, Suite 1000 (“ The Vanderbilt University ”)	SEBI registered Foreign Portfolio Investor, Category - II	Nil	2,550,000	3.36	Vanderbilt University is an educational university in Nashville, Tennessee, USA. The Key Management Personnel of Vanderbilt University are Mark Dalton (Chairman), Jackson W. Moore (Vice Chairman), Jon Winkelried (Vice Chairman), Edith C. Johnson (Secretary), Nicholas S. Zeppos (Chancellor).

Sl. No.	Details of Subscriber	Category of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
2.	GHI ERP Ltd, permanent account number AAECG7555R, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius ("GHI ERP Ltd")	SEBI registered Foreign Portfolio Investor, Category – II	Nil	620,000	0.82	The Directors of GHI ERP LTD are Tej Gujadhur, Santosh K. Gujadhur, Gregory A. Hudgins, Jannine M. Lall. GHI ERP LTD manages and invests the funds of Employees' Retirement Plan of Duke University, USA, as educational university.
3.	GHI HSP Ltd, permanent account number AAECG7556N, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius ("GHI HSP Ltd")	SEBI registered Foreign Portfolio Investor, Category – III	Nil	1,000,000	1.32	The Directors of GHI HSP LTD are Tej Gujadhur, Santosh K. Gujadhur, Gregory A. Hudgins, Jannine M. Lall. GHI HSP LTD manages and invests the funds of Gothic HSP Corporation which manages and invests the funds of Duke University, USA, an educational university.
4.	GHI LTP Ltd, permanent account number AAECG7559D, having its office at 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius ("GHI LTP Ltd")	SEBI registered Foreign Portfolio Investor, Category – II	Nil	3,500,000	4.61	The Directors of GHI LTP LTD are Tej Gujadhur, Santosh K. Gujadhur, Gregory A. Hudgins, Jannine M. Lall. GHI LTP LTD manages and invests the funds of Gothic Corporation which manages and invests the funds of Duke University, USA, an educational university.
5.	Atyant Capital India Fund – I, permanent account number AAFC4514M, having its office at C/o CIM Fund Services Limited, 33, Edith Cavell Street, Port Louis, Mauritius ("Atyant Capital India Fund – I")*	SEBI registered Foreign Portfolio Investor, Category – II	Nil	3,050,000	4.02	The directors of Atyant Capital India Fund – I are Kamalam Pillay Rungapadiachy, Ashraf Ramtoola and Pratik Sharma. The main investors in Atyant Capital India Fund – I (called limited partner investors) include public and private pension funds, fund of funds, financial institutions, endowments and other institutional investors. Atyant Capital India Fund – I is managed by Atyant Capital Management Limited.
	TOTAL		Nil	10,720,000	14.13	

The pre issue and post issue shareholding pattern of the Company:

SR. NO.	CATEGORY	PRE ISSUE*		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	Promoters' holding :				
1.	Indian :				
	Individual	30,835,938	47.29	30,835,938	40.61
	Bodies Corporate	-	-	-	-
	Sub Total	30,835,938	47.29	30,835,938	40.61
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	30,835,938	47.29	30,835,938	40.61

SR. NO.	CATEGORY	PRE ISSUE*		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
B	Non-Promoters' holding :				
1.	Institutional Investors	16,487,278	25.28		
	Non-Institution Investors				
	Directors	300	Negligible		
	Indian Public	33,933,500	52.04		
	Others (Including NRIs)	440,705	0.68		
	Sub Total (B)	34,374,505	52.71	45,094,504	59.39
	GRAND TOTAL (A+B)	65,210,443	100.00	75,930,443	100.00

* As on January 29, 2016.

Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

Lock in period:

The proposed allotment of the equity shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.

Auditors certificate:

A certificate from M/s. Deloitte Haskins & Sells LLP, Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders. Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

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.

**By Order of the Board
For Balaji Telefilms Limited**

**Simmi Singh Bisht
Group Head- Secretarial**

Date: February 04, 2016

Place: Mumbai

Regd. Office : Balaji Telefilms Limited
C13, Balaji House, Dalia Industrial Estate,
New Link Road, Andheri (West), Mumbai – 400053

ATTENDANCE SLIP**BALAJI TELEFILMS LIMITED**

CIN: L99999MH1994PLC082802

Registered Office: C13, Balaji House, Dalia Industrial Estate, New Link Road, Andheri (w), Mumbai – 400053

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	Client Id*	Folio No.	No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on Saturday, March 5, 2016, at 11.30 a.m. at The Club', 197, D. N. Nagar, Andheri (West), Mumbai – 400 053.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy**PROXY FORM***[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]***BALAJI TELEFILMS LIMITED**

CIN: L99999MH1994PLC082802

Registered Office: C13, Balaji House, Dalia Industrial Estate, New Link Road, Andheri (w), Mumbai – 400053

Name of the member(s):		e-mail Id:	
Registered address:			
Folio No/ *Client Id:		*DP Id:	

I / We, being the member(s) holding _____ shares of Balaji Telefilms Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the Company, to be held on Saturday, March 5, 2016 at 11.30 a.m. at The Club', 197, D. N. Nagar, Andheri (West), Mumbai – 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS		

* Applicable for investors holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Signed this _____ day of _____, 2016

Signature of holderAffix a
15 paise
Revenue
Stamp_____
Signature of first proxy holder_____
Signature of second proxy holder_____
Signature of third proxy holder

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

