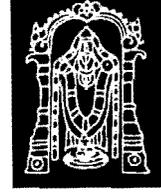


Balaji Telefilms Ltd.

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



September 01, 2018

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 24th Annual General Meeting for the financial year 2017-18 of the Company held on August 31, 2018

Dear Sir,

This is further to our letter dated August 31, 2018 on Proceedings of the Annual General Meeting (“AGM”) and pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the voting results of the 24th AGM for the financial year 2017-18 of the Company is enclosed.

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

Thanking You.

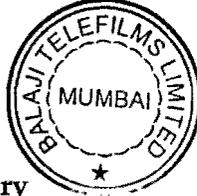
Yours truly,

For Balaji Telefilms Limited

Neha Shah

Authorized Signatory

Secretarial Department

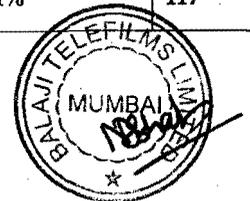


Format of Voting Result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting of Equity Shareholders	August 31, 2018
Total number of shareholders on record date	23824
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	3
Public	102
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 To consider and adopt, (a) the audited financial statements of the Company for the financial year ended March 31, 2018 and the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon: Ordinary 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	33539663	33514663	99.9255%	33514663	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	33539663	33514663	99.9255%	33514663	0	100%	0%	0
Public Institutions	E-Voting	21242224	1338088	6.2992	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	21242224	1338088	6.2992%	1338088	0	100%	0%	0
Public Non Institutions	E-Voting	46348556	354874	0.7657%	354853	21	99.9940%	0.006%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	46348556	356448	0.7691%	356427	21	99.9940%	0.006%	117
Total		101130443	35209199	34.8156%	35209178	21	99.9999%	0.001%	117



Resolution Required: (Ordinary/Special)					Resolution No. 2 To appoint a Director in place of Mr. Jeetendra Kapoor (DIN: 00005345), who retires by rotation and being eligible, offers himself for re-appointment: Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?					None of the Directors, Key Managerial Personnel or their relatives except Mr. Jeetendra Kapoor, Ms. Ekta Kapoor, Mrs. Shobha Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in the resolution.				
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	33539663	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		33539663	0	0%	0	0	0%	0%
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0	0	0	0%	0%	0
	Total		21242224	1338088	6.2992%	1338088	0	100%	0%
Public Non Institutions	E-Voting	46348556	354944	0.7658%	353853	1091	99.6926%	0.3073%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		46348556	356518	0.7692%	355427	1091	99.6940%	0.3060%
Total		101130443	1694606	1.6756%	1693515	1091	99.9356%	0.0644%	117



Resolution Required: (Ordinary/Special)				Resolution No. 3 To declare Final Dividend on equity shares for the financial year ended March 31, 2018: Ordinary 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	33539663	33514663	99.9255%	33514663	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		33539663	33514663	99.9255%	33514663	0	100%	0%
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		21242224	1338088	6.2992%	1338088	0	100%	0%
Public Non Institutions	E-Voting	46348556	354944	0.7658%	354923	21	99.9940%	0.006%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0.0000%	0	0	0%	0%	0
	Total		46348556	356518	0.7692%	356497	21	99.9940%	0.006%
Total		101130443	35209269	34.8157%	35209248	21	99.9999%	0.0001%	117



Resolution Required: (Ordinary/Special)				Resolution No. 4 Appointment of Mr. Anshuman Thakur (DIN: 03279460) as Non-Executive Director of the Company: Ordinary 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	33539663	33514663	99.9255%	33514663	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	33539663	33514663	99.9255%	33514663	0	100%	0%	0
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	21242224	1338088	6.2992%	1338088	0	100%	0%	0
Public Non Institutions	E-Voting	46348556	354944	0.7658%	354853	91	99.9743%	0.0256%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	46348556	356518	0.7692%	356427	91	99.9745%	0.0255%	117
Total		101130443	35209269	34.8157%	35209178	91	99.9997%	0.0003%	117



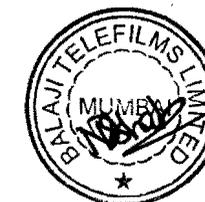
Resolution Required: (Ordinary/Special)				Resolution No. 5 Appointment of Ms. Jyoti Deshpande (DIN: 02303283) as Non-Executive Director of the Company: Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel 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	33539663	33514663	99.9255%	33514663	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	33539663	33514663	99.9255%	33514663	0	100%	0%	0
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	21242224	1338088	6.2992%	1338088	0	100%	0%	0
Public Non Institutions	E-Voting	46348556	354944	0.7658%	354853	91	99.9743%	0.0256%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	46348556	356518	0.7692%	356427	91	99.9745%	0.0255%	117
Total		101130443	35209269	34.8157%	35209178	91	99.9997%	0.0003%	117



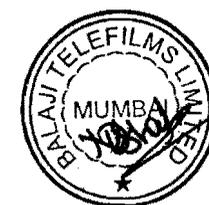
Resolution Required: (Ordinary/Special)				Resolution No. 6 Re-appointment of Mrs. Shobha Kapoor (DIN: 00005124) as Managing Director of the Company: Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel and their relatives except Mrs. Shobha Kapoor, Mr. Jeetendra Kapoor, Ms. Ekta Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in the resolution.					
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	33539663	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		0	0%	0	0	0%	0%	0
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		1338088	6.2992%	1338088	0	100%	0%	0
Public Non Institutions	E-Voting	46348556	354944	0.7658%	353853	1091	99.6926%	0.3073%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		356518	0.7692%	355427	1091	99.6940%	0.3060%	117
Total		101130443	1694606	1.6756%	1693515	1091	99.9356%	0.0644%	117



Resolution Required: (Ordinary/Special)				Resolution No. 7 Re-appointment of Ms. Ekta Kapoor (DIN: 00005093) as Joint Managing Director of the Company: Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel and their relatives except Ms. Ekta Kapoor, Mr. Jeetendra Kapoor, Mrs. Shobha Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in the resolution.					
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	33539663	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	33539663	0	0%	0	0	0%	0%	0
Public Institutions	E-Voting	21242224	1338088	6.2992%	1213123	124965	90.6609%	9.3391%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	21242224	1338088	6.2992%	1213123	124965	90.6609%	9.3391%	0
Public Non Institutions	E-Voting	46348556	354944	0.7658%	353853	1091	99.6926%	0.3073%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	46348556	356518	0.7692%	355427	1091	99.6940%	0.3060%	117
Total		101130443	1694606	1.6756%	1568550	126056	92.5613%	7.4387%	117



Resolution Required: (Ordinary/Special)				Resolution No. 8 Re-appointment of Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060) as Independent Director of the Company: Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel or their relatives except Mr. Duraiswamy Gunaseela Rajan is concerned or interested in the resolution.					
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	33539663	33514663	99.9255%	33514663	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		33539663	33514663	99.9255%	33514663	0	100%	0%
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		21242224	1338088	6.2992%	1338088	0	100%	0%
Public Non Institutions	E-Voting	46348556	354644	0.7652%	354553	91	99.9743%	0.0257%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		46348556	356218	0.7686%	356127	91	99.9745%	0.0255%
Total		101130443	35208969	34.8154%	35208878	91	99.9997%	0.0003%	117



Resolution Required: (Ordinary/Special)				Resolution No. 9 Re-appointment of Mr. Pradeep Kumar Sarma (DIN: 00021405) as Independent Director of the Company: 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	33539663	33514663	99.9255%	33514663	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	33539663	33514663	99.9255%	33514663	0	100%	0%	0
Public Institutions	E-Voting	21242224	1338088	6.2992%	1213123	124965	90.6609%	9.3390%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	21242224	1338088	6.2992%	1213123	124965	90.6609%	9.3391%	0
Public Non Institutions	E-Voting	46348556	354944	0.7658%	354853	91	99.9744%	0.0256%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total	46348556	356518	0.7692%	356427	91	99.9745%	0.0255%	117
Total		101130443	35209269	34.8157%	35084213	125056	99.6448%	0.3552%	117



Resolution Required: (Ordinary/Special)				Resolution No. 10 Re-appointment of Mr. Ashutosh Khanna (DIN: 03153990) as Independent Director of the Company: 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	33539663	33514663	99.9255%	33514663	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		33514663	99.9255%	33514663	0	100%	0%	0
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		1338088	6.2992%	1338088	0	100%	0%	0
Public Non Institutions	E-Voting	46348556	354944	0.7658%	354853	91	99.9744%	0.0256%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		356518	0.7692%	356427	91	99.9745%	0.0255%	117
Total		101130443	35209269	34.8157%	35209178	91	99.9997%	0.0003%	117



Resolution Required: (Ordinary/Special)				Resolution No. 11 Re-appointment of Mr. Devender Kumar Vasal (DIN: 06858991) as Independent Director of the Company: 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	33539663	33514663	99.9255%	33514663	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		33539663	33514663	99.9255%	33514663	0	100%	0%
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		21242224	1338088	6.2992%	1338088	0	100%	0%
Public Non Institutions	E-Voting	46348556	354944	0.7658%	354853	91	99.9744%	0.0256%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		46348556	356518	0.7692%	356427	91	99.9745%	0.0255%
Total		101130443	35209269	34.8157%	35209178	91	99.9997%	0.0003%	117



Resolution Required: (Ordinary/Special)				Resolution No. 12 Continuation of Directorship of Mr. Jeetendra Kapoor (DIN: 00005345) as Chairman, Non-Executive Director of the Company: Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel or their relatives except Mr. Jeetendra Kapoor, Ms. Ekta Kapoor, Mrs. Shobha Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in the resolution.					
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	33539663	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		0	0%	0	0	0%	0%	0
Public Institutions	E-Voting	21242224	1338088	6.2992%	1338088	0	100%	0%	0
	Poll		0	0%	0	0	0%	0%	0
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		1338088	6.2992%	1338088	0	100%	0%	0
Public Non Institutions	E-Voting	46348556	354944	0.7658%	353853	1091	99.6926%	0.3074%	0
	Poll		1574	0.0034%	1574	0	100%	0%	117
	Postal Ballot (if applicable)		0	0%	0	0	0%	0%	0
	Total		356518	0.7692%	355427	1091	99.6940%	0.3060%	117
Total		101130443	1694606	1.6756%	1693515	1091	99.9356%	0.0644%	117

Note: All the aforesaid resolutions were passed with requisite majority.





B. DESAI & ASSOCIATES

B.COM. LLB. FCS
PRACTISING COMPANY SECRETARY

Report of Scrutinizer

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

To,
Neha Shah
Secretarial Department

24th Annual General Meeting of the equity shareholders of Balaji Telefilms Limited held on Friday, August 31, 2018 at 12:00 noon at "The Club", 197, D.N. Nagar, 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 24th Annual General Meeting of the equity shareholders of Balaji Telefilms Limited held on Friday, August 31, 2018 at 12:00 noon at "The Club", 197, D. N. Nagar, Andheri (West), Mumbai- 400053, Maharashtra, submit my report as under on the resolutions set out in the notice to the 24th Annual General Meeting of the 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 Annual General Meeting of the 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



40 Senior Executive, The Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivall West, Mumbai- 400067
Email id: bndesai12@gmail.com

Neha



B. DESAI & ASSOCIATES

**B.COM. LLB. FCS
PRACTISING COMPANY SECRETARY**

"against" the resolution stated in the notice of the Annual General Meeting of the 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 Monday, August 27, 2018 (11:30 a.m. IST) to Thursday, August 30, 2018 (05:00 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.
- (iii) The members of the Company as on the "Cut off" date i.e. Friday, August 24, 2018 were entitled to vote on the resolution as set out in the Notice of the Annual General Meeting of the equity shareholders of the Company.



Handwritten signature/initials



B. DESAI & ASSOCIATES

B.COM, LLB, FCS
PRACTISING COMPANY SECRETARY

- (iv) The Votes cast were noted and confirmed on Friday, August 31, 2018 in the presence of two witnesses, Ms. Nidhi Parekh and Ms. Shruti Jain 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	
Ms. Shruti Jain	

- (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 Business	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	



407, Sakinaka, Above Mahindra Showroom Opposite to PVR Cinema, S.V. Road, Kurla West, Mumbai - 400067
Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM, LL.B, FCS
PRACTISING COMPANY SECRETARY

						Votes	
1.	Ordinary Resolution: To consider and adopt, (a) the audited financial statements of the Company for the financial year ended March 31, 2018 and the report of the Board of Directors and Auditors thereon, and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon	E- Voting	35207604	99.9999%	21	0.0001%	35207625
		#Pollin g Paper/ Ballot Paper	1574	100%	0	0%	1574
		Total	35209178	99.9999%	21	0.0001%	35209199

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Handwritten signature/initials

407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivall West, Mumbai- 400067
Email Id: bndesai34@gmail.com



B. DESAI & ASSOCIATES

B.COM. LL.B. FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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
2.	<u>Ordinary Resolution:</u> To appoint a Director in place of Mr. Jeetendra Kapoor (DIN: 00005345), who retires by rotation and being eligible, offers himself for re-appointment	E-Voting	1691941	99.9355%	1091	0.0645%	1693032
		#Polling Paper/Ballot Paper	1574	100%	0	0%	1574
		<u>Total</u>	1693515	99.9356%	1091	0.0644%	1694606

The total votes received through polling papers are 1691, out of which, 117 votes were

invalid



407, Sakinaka, Above Mahindra Showroom Opposite to PVR Cinema, S.V. Road, Kandivall West, Mumbai- 400067
Email id: bndesai4@gmail.com

Handwritten signature/initials



B. DESAI & ASSOCIATES

B.COM, LL.B, FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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
3.	<u>Ordinary Resolution:</u> To declare Final Dividend on equity shares for the financial year ended March 31, 2018	E-Voting	35207674	99.9999%	21	0.0001%	35207695
		#Pollin & Paper/Ballot Paper	1574	100%	0	0	1574
		<u>Total</u>	35209248	99.9999%	21	0.0001%	35209269

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Office: 207, Sahakar Estate Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivall West, Mumbai- 400067
Email id: bndesai4@gmail.com

ABhal



B. DESAI & ASSOCIATES

B.COM. LL.B. FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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	
4.	<u>Ordinary Resolution:</u> Appointment of Mr. Anshuman Thakur (DIN: 03279460) as Non-Executive Director of the Company	E-Voting	35207604	99.9997%	91	0.0003%	35207695
		#Polling Paper/Ballot Paper	1574	100%	0	0%	1574
		Total	35209178	99.9997%	91	0.0003%	35209269

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067
Email id: bndesai4u@gmail.com

Noted



B. DESAI & ASSOCIATES

B.COM. LL.B. FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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	
5.	Ordinary Resolution: Appointment of Ms. Jyoti Deshpande (DIN: 02303283) as Non-Executive Director of the Company	E-Voting	35207604	99.9997%	91	0.0003%	35207695
		#Polling Paper/Ballot Paper	1574	100%	0	0%	1574
		Total	35209178	99.9997%	91	0.0003%	35209269

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067
Email id: bndesai4u@gmail.com

Handwritten signature/initials



B. DESAI & ASSOCIATES

B.COM, LLB, FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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
6.	Special Resolution: Re-appointment of Mrs. Shobha Kapoor (DIN: 00005124) as Managing Director of the Company	E-Voting	1691941	99.9356%	1091	0.0644%	1693032
		#Polling Paper/Ballot Paper	1574	100%	0	0%	1574
		Total	1693515	99.9356%	1091	0.0644%	1694606

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



407, 3rd Floor, Anclave Above Mahindra Showroom Opposite to PVR Cinema, S.V. Road, Kandivali West, Mumbai- 400067
Email id: bndesai4u@gmail.com

Shobha



B. DESAI & ASSOCIATES

B.COM. LL.B. FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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
7.	Special Resolution: Re-appointment of Ms. Ekta Kapoor (DIN: 00005093) as Joint Managing Director of the Company	E-Voting	1566976	92.5544%	126056	7.4456%	1693032
		#Polling Paper/Ballot Paper	1574	100%	0	0%	1574
		Total	1568550	92.5613%	126056	7.4387%	1694606

The total votes received through polling papers are 1691, out of which, 117 votes were



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V. Road, Kandivall West, Mumbai- 400067
Email Id: bndesai4u@gmail.com

Handwritten signature/initials



B. DESAI & ASSOCIATES

B.COM. LLB. FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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	
8.	Special Resolution: Re-appointment of Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060) as Independent Director of the Company	E-Voting	35207304	99.9997%	91	0.0003%	35207395
		#Polling Paper/Ballot Paper	1574	100%	0	0%	1574
		Total	35208878	99.9997%	91	0.0003%	35208969

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067
Email id: bndesai4u@gmail.com

Noted



B. DESAI & ASSOCIATES

B.COM. LLB. FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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	
9.	Special Resolution: Re-appointment of Mr. Pradeep Kumar Sarda (DIN: 00021405) as Independent Director of the Company	E-Voting	35082639	99.6448%	125056	0.3552	35207695
		#Polling Paper/Ballot Paper	1574	100%	0	0%	1574
		Total	35084213	99.6448%	125056	0.3552%	35209269

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V. Road, Kandivall, West, Mumbai- 400067
Email id: bndesai@gnail.com

Handwritten signature/initials

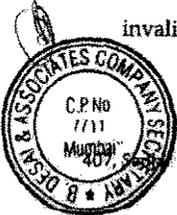


B. DESAI & ASSOCIATES

B.COM. LLB. FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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
10.	Special Resolution: Re-appointment of Mr. Ashutosh Khanna (DIN: 03153990) as Independent Director of the Company	E-Voting	35207604	99.9997%	91	0.0003%	35207695
		#Pollin & Paper/ Ballot Paper	1574	100%	0	0%	1574
		Total	35209178	99.9997%	91	0.0003%	35209269

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067
Email Id: bdesai@bda.com

Handwritten signature/initials



B. DESAI & ASSOCIATES

B.COM, LL.B, FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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
11.	Special Resolution: Re-appointment of Mr. Devender Kumar Vasal (DIN: 06858991) as Independent Director of the Company	E-Voting	35207604	99.9997%	91	0.0003%	35207695
		#Polling Paper/Ballot Paper	1574	100%	0	0%	1574
		<u>Total</u>	35209178	99.9997%	91	0.0003%	35209269

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivall West, Mumbai-400067
Email id: bndesai4u@gmail.com

Abhab



B. DESAI & ASSOCIATES

B.COM. LLB. FCS
PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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
12.	Special Resolution: Continuation of Directorship of Mr. Jeetendra Kapoor (DIN: 00005345) as Chairman, Non-Executive Director of the Company	E-Voting	1691941	99.9355%	1091	0.0645%	1693032
		#Polling Papers/Ballot Paper	1574	100%	0	0%	1574
		Total	1693515	99.9356%	1091	0.0644%	1694606

The total votes received through polling papers are 1691, out of which, 117 votes were invalid.



Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V. Road, Kandivli West, Mumbai- 400067
Email id: bndesai4u@gmail.com

Handwritten signature/initials



B. DESAI & ASSOCIATES

**B.COM. LL.B. FCS
PRACTISING COMPANY SECRETARY**

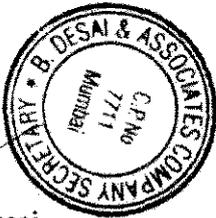
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

For B. Desai and Associates

Practising Company Secretary



Bhavesh Desai

C.P.No.7711

Date: September 01, 2018

Place: Mumbai