

Declaration of the result of Postal Ballot

The Board of Directors of the Company vide its resolution dated October 15, 2009 decided to seek approval of the shareholders for the following matters by way of Postal Ballot pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001:

1. Special Resolution for reappointment of Ms. Shobha Kapoor as Managing Director of the Company and Payment of Remuneration to her;
2. Special Resolution for appointment of Ms. Ekta Kapoor as Joint Managing Director of the Company and Payment of Remuneration to her; and
3. Special Resolution for appointment of Mr. Ramesh Sippy to the office or place of profit under Balaji Motion Pictures Limited, wholly owned subsidiary of the Company

as specified in the notice of postal ballot dated October 15, 2009 read with the Explanatory Statement attached thereto. The duly completed postal ballot forms were to be received by the close of working hours on December 5, 2009.

Mr. Nilesh Shah, a Practising Company Secretary, who was appointed as independent Scrutinizer for the Postal Ballot, has submitted his report dated December 7, 2009. I am pleased to announce the result of the postal ballot process on the basis of the report submitted by the Scrutinizer, Mr. Nilesh Shah.

Details of Postal Ballot forms received, valid or invalid, are as follows:

Sr. No	Particulars	Resolution No. 1 (Special Resolution)		Resolution No. 2 (Special Resolution)		Resolution No. 3 (Special Resolution)	
		No. of Postal Ballot Forms	No. of Shares Voted	No. of Postal Ballot Forms	No. of Shares Voted	No. of Postal Ballot Forms	No. of Shares Voted
a.	Postal Ballot Forms received	166	26418783	166	26418783	166	26418783
b.	Less: Invalid Postal Ballot Forms	5	680	7	720	7	720
c.	Net Valid Postal Ballot Forms of which:	161	26418103	159	26418063	159	26418063
i.)	Postal Ballot Form with assent for the Resolution	144 #	26412044	141 #	26411913	145 #	26412744
	% to Assent		99.98		99.98		99.98
ii.)	Postal Ballot Form with dissent for the Resolution	18 #	6059	19 #	6150	15 #	5319
	% of Dissent		0.02		0.02		0.02

Note: One of the Shareholder has voted in favour as well as against the resolutions for part of the shares. In view of the same, his Postal Ballot Form has been considered in assent as well dissent to the extent of the number of shares voted in respective categories.

All the aforesaid resolutions have therefore been approved and considered as passed by the shareholders with the overwhelming requisite majority.

For **Balaji Telefilms Limited**

Jeetendra Kapoor
Chairman

Mumbai, December 7, 2009