

Results of Postal Ballot (Nov 2006)

The Board of Directors of the Company vide its resolution dated September 18, 2006 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. Ordinary Resolution for Revision in Remuneration of Managing Director & CEO of the Company
2. Ordinary Resolution for Revision in Remuneration of Creative Director of the Company
3. Special Resolution for Appointment of Raksha Entertainment Pvt. Ltd. to the office of place of profit under the Company
4. Special Resolution for Revision in the commission payable to the non-executive Directors of the Company as specified in the notice of postal ballot dated September 18, 2006 read with the Explanatory Statement attached thereto. The duly completed postal ballot forms were to be received by the close of working hours on November 7, 2006.

Mr. Nilesh Shah, a Practicing Company Secretary, who was appointed as independent Scrutinizer for the Postal Ballot, has submitted his report dated November 14, 2006. 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 (Ordinary Resolution)		Resolution no. 2 (Ordinary Resolution)	
		No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares
a.	Postal Ballot Forms received	442	53182913	442	53182943
b.	Less: Invalid Postal Ballot Forms	15	1949	15	1949
c.	Net Valid Postal Ballot Forms of which:	427	53180964	427	53180994
i.)	Postal Ballot Form with assent for the Resolution	366	53107715	354	53107125
	% to Assent	85.92	99.86	85.71	99.86
ii.)	Postal Ballot Form with dissent for the Resolution	60	73249	59	73869
	% of Dissent	14.08	00.14	14.29	0.14

Sr. No	Particulars	Resolution no. 3 (Special Resolution)		Resolution no. 4 (Special Resolution)	
		No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares
a.	Postal Ballot Forms received	442	53182087	442	53181787
b.	Less: Invalid Postal Ballot Forms	15	1949	15	1949
c.	Net Valid Postal Ballot Forms of which:	427	53180138	427	53179838
i.)	Postal Ballot Form with assent for the Resolution	359	53108684	345	53106228
	% to Assent	87.14	99.87	84.35	99.86
ii.)	Postal Ballot Form with dissent for the Resolution	53	71454	64	73610
	% of Dissent	12.86	0.13	15.65	0.14

All the four (4) 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, November 14, 2006