

Results of Postal Ballot (Oct 2008)

The Board of Directors of the Company vide its resolution dated October 24, 2008 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 Alteration of clause no. III of Memorandum of Association of the Company;
2. Special Resolution for Alteration to the Articles of Association by adoption of new set of Articles of Association of the Company

As specified in the notice of postal ballot dated October 24, 2008 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 1, 2008.

Mr. Nilesh Shah, a Practising Company Secretary, who was appointed as independent Scrutinizer for the Postal Ballot, has submitted his report dated December 3, 2008. 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)	
		No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares
a.	Postal Ballot Forms received	125	29492637	125	26962731
b.	Less: Invalid Postal Ballot Forms	11	7635	11	7535
c.	Net Valid Postal Ballot Forms of which:	114	29485002	114	26955196
i.)	Postal Ballot Form with assent for the Resolution	106	29482673	99	26952657
	% to Assent	92.98	99.99	86.84	99.99
ii.)	Postal Ballot Form with dissent for the Resolution	08	2329	09	2539
	% of Dissent	07.02	00.01	07.89	00.01
iii)	Postal Ballot Form – Abstained From Voting / Not Voted for Resolution	----	----	06	----
	% of Dissent	----	----	05.26	----

Both 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 3, 2008