

# 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



February 4, 2016

## **Bombay Stock Exchange Ltd.**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

## **National Stock Exchange of India Ltd.**

“Exchange Plaza”,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai- 400 051.

Dear Sir/Madam,

### **Sub: Outcome of Board Meeting- Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Please find below the outcome of the Meeting of the Board of Directors held on February 4, 2016:

1. This is to inform you that in the meeting of the Board of Directors of the Company held on Thursday, February 4, 2016, the Board has approved and taken on record the Unaudited Financial Results of the Company (Standalone & Consolidated) for the quarter and nine month ended December 31, 2015 & Limited Review Report of the Statutory Auditors thereon.
2. A copy of the Unaudited Financial Results of the Company for the quarter and nine month ended December 31, 2015, Limited Review Report of the Statutory Auditors thereon along with the Management Discussion and Analysis thereon is enclosed herewith for your perusal as Annexure 'A' (Limited Review Report), 'B' (Financial Results) and 'C' (Management Discussion and Analysis).

*Signature*



3. The Board has authorized the following Key Managerial Personnel to determine the materiality of any event or information for the process of making decision of making disclosure to the Stock Exchange. The contact details are as below-

| s/r no. | Name of the KMP's      | Designation                   | Contact details |
|---------|------------------------|-------------------------------|-----------------|
| 1       | Mrs. Shobha Kapoor     | Managing Director             | 022- 40698000   |
| 2       | Mr. Sameer Nair        | Group Chief Executive Officer | 022- 40698000   |
| 3       | Mr. Sanjay Dwivedi     | Group Chief Financial Officer | 022- 40698000   |
| 4       | Mrs. Simmi Singh Bisht | Group head- Secretarial       | 022- 40698000   |

4. The Board has also approved its policy for determining Material Subsidiaries of the Company under regulation 16. A copy of the Policy is enclosed herewith for your perusal as Annexure 'D'.

5. The Board has also approved to create, issue, offer and allot, on a preferential basis through private placement, 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) per Equity Share, for a total consideration of Rs. 1500,800,000 (Rupees Fifteen Hundred Million and Eight Hundred Thousand), to the following subscribers:

| Sl. No. | Details of Subscriber                                                                              | Number of Equity Shares |
|---------|----------------------------------------------------------------------------------------------------|-------------------------|
| 1.      | The Vanderbilt University<br>Address: 2100 West End Avenue, Suite 1000, Nashville, Tennessee 37203 | 2,550,000               |
| 2.      | GHI ERP Ltd<br>Address: 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius                       | 620,000                 |
| 3.      | GHI HSP Ltd<br>Address: 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius                       | 1,000,000               |
| 4.      | GHI LTP Ltd                                                                                        | 3,500,000               |

*G. J. G. B.*



| Sl. No. | Details of Subscriber                                                                                                       | Number of Equity Shares |
|---------|-----------------------------------------------------------------------------------------------------------------------------|-------------------------|
|         | Address: 9th Floor, Orange Tower, Cybercity, Ebene, Mauritius                                                               |                         |
| 5.      | Atyant Capital India Fund – I,<br>Address: C/o CIM Fund Services Limited, 33,<br>Edith Cavell Street, port Loius, Mauritius | 3,050,000               |
|         | <b>TOTAL</b>                                                                                                                | <b>10,720,000</b>       |

And convene an Extraordinary General Meeting of the shareholders for obtaining approval for such issuance.

The present intimation is being sent to you, pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is taking steps to procure shareholder's approval at an extraordinary general meeting.

Enclosed is the Press release on the same as Annexure 'E'.

The details pertaining to the above are also being uploaded on the Company's website [www.balajitelefilms.com](http://www.balajitelefilms.com)

Kindly take the same on record.

Yours truly,

**For Balaji Telefilms Limited**

**Simmi Singh Bisht**

**Group Head- Secretarial**

Encl: a/a



**BALAJI TELEFILMS LIMITED****Policy For Determining Material Subsidiary**

This policy has been framed by the Company pursuant to Regulation 16 ( c) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to ensure compliance with the applicable provisions of the Listing Agreement and will come into effect from February 4, 2016.

**Definition:**

- (i) "Act" means Companies Act, 2013 including any statutory modification or re-enactment thereof;
- (ii) "Subsidiary Company" is as defined under clause 2(87) of the Act;
- (iii) "Holding Company" is as defined under clause 2(46) of the Act;
- (iv) "BTL" means Balaji Telefilms Limited;
- (v) The term "material non-listed Indian Subsidiary" shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (paid -up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of BTL and its subsidiaries in the immediately preceding accounting year;
- (vi) The term "significant transaction or arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for immediate preceding accounting year.

**Basis of Determining Material Subsidiary:**

This Policy lays down the basis of determining Material Subsidiaries of the Company and related issues as specified in the provisions of Regulation 16 ( c) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

A Subsidiary shall be considered as material if income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

On the basis of the above, BTL shall determine 'material subsidiary'.

**Implementation and Approval process:**

- a) Pursuant to Regulation 24 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, BTL shall not dispose of shares in its material subsidiary which would reduce BTL's shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting (except in case where such divestment is made under a Scheme of Arrangement duly approved by a Court / Tribunal).

b) Prior approval of Shareholders of BTL by way of a Special Resolution will be obtained for sale, disposal of and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on aggregate basis during the financial year (except in case where such sale / disposal / lease is made under a Scheme of Arrangement duly approved by a Court / Tribunal).

In the event subsidiary of BTL becomes listed subsidiary which itself is a holding company, then this policy shall apply to the listed subsidiary insofar as its subsidiaries are concerned.

c) The management of BTL shall periodically bring to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by a material unlisted subsidiary company.