

RESULTS OF POSTAL BALLOT

In accordance with the applicable provisions of the Companies Act 2013 and respective rules there under, the Company had issued Notice of Postal Ballot dated February 13, 2015 for seeking approval of the shareholders for issuing upto 9,50,000 equity shares of Rs. 10/- each of the Company on a preferential allotment basis to the Promoters and Shareholders of Universal Power Systems Private Limited ("UPSPL") towards acquisition of 100% stake of UPSPL.

Mr. Haresh Jani, the Scrutinizer to the Postal Ballot, had submitted his report on 26th March, 2015 and the following results were announced by Ms. Dimple Mehta, Company Secretary and Compliance Officer of the Company at the Corporate Office of the Company on 26th March, 2015 at 6.00 p.m.:

Sr. No.	Particulars	Resolution No. 1	
		No. of PBF/ E-Voting	No. of Shares
		Approval to issue upto 9,50,000 equity shares of the Company to the Promoters of Universal Power Systems Private Limited ("UPSPL") towards acquisition of 100% stake of UPSPL.	
		250	21,878
i)	Postal Ballot Forms (PBF) received	101	7,72,73,576
ii)	E-Voting Confirmations	351	7,72,95,454
	TOTAL VOTING		
iii)	Less: a) Invalid Postal Ballot Forms/ Invalid E-voting	34	2,652
	b) Duplicate Voting (as voted in both Physical Postal Ballot and thru E-Voting)	3	120
iv)	Net Valid Postal Ballot Forms / E-voting confirmations:	314	7,72,92,682
a)	Postal Ballot Forms / E-voting with assent for the Resolution	285	7,72,62,854
	% of Assent	90.76	99.96
b)	Postal Ballot Forms / E-voting with dissent for the Resolution	29	29,828
	% of Dissent	9.24	0.04

The votes cast in favour for the Special Resolution have exceeded the votes received against it. Consequently, the Special resolution mentioned in Notice of Postal Ballot dated February 13, 2015 is approved by the shareholders.

Place:-Mumbai



For Eros International Media Limited



Dimple Mehta
Company Secretary and Compliance Officer

Date:- March 26, 2015

EROS INTERNATIONAL MEDIA LIMITED

Corporate Office: 901/902, Supreme Chambers, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.
Tel.: +91-22-6602 1500 Fax: +91-22-6602 1540 E-mail: eros@erosintl.com • www.erosintl.com
Regd. Office: 201, Kailash Plaza, Plot No. A-12, Opp. Laxmi Ind. Estate, Link Road, Andheri (W), Mumbai - 400 053.
CIN No. L99999MH1994PLC080502



HARESH M. JANI
B.COM., L.L.B., F.C.S.

HARESH JANI & ASSOCIATES
COMPANY SECRETARIES

G-1, Manisha Apartment, Ground Floor, Pushtikar Society
Road No. 4 Jogeshwari (West), Mumbai - 400 102, India.
e-mail - hmjani@gmail.com Tel. : 2678 0807

Date: 26.03.2015

To,
The Chairman,
Eros International Media Limited
201, Kailash Plaza, Plot No. A-12,
Opp. Laxmi Industrial Estate,
Link Road, Andheri (W),
Mumbai - 400 053.

Dear Sir,

Sub: Postal Ballot- Scrutinizer's Report

The Board of Directors of the Company at its meeting held on February 13, 2015, had appointed me as "Scrutinizer" for voting by Postal Ballot to be carried out by the Company pursuant to Section 110 of the Companies Act 2013 ('the Act'), read with the Companies (Management and Administration) Rules ('the Rules'), in respect of Special Resolution for issue upto 9,50,000 equity shares of Rs. 10/- each of the Company to the Promoters and Shareholders of Universal Power Systems Private Limited. ("UPSPL") towards acquisition of 100% stake of UPSPL.

I HEREBY SUBMIT MY REPORT AS UNDER:

1. The Company had completed dispatch of Postal Ballot Forms / e-mailed details of electronic voting to the Members on February 22, 2015, whose names appeared in the Register of Members / Records of Depositories as on February 13, 2015.
2. The Company had made arrangement with Central Depository Services (India) Limited (CDSL) for providing electronic voting facilities to all the Members, who were eligible to take part in the voting process.
3. The particulars of all Postal Ballot Forms / details of electronic votes received from Members have been entered in a separate Register maintained for the purpose.
4. All Postal Ballot Forms / electronic votes received upto the close of working hours on Tuesday, March 24, 2015 were considered for my scrutiny. For electronic voting, I have relied on the data of voting available on the CDSL portal for the same.
5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means on the resolution contained in the Notice of Postal Ballot. My responsibility as a scrutinizer for the voting is restricted to make a





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G-1, Manisha Apartment, Ground Floor, Pushtikar Society
Road No. 4, Jogeshwari (West), Mumbai - 400 102, India.
e-mail : hmjani@gmail.com Tel. : 2678 0807

scrutinizer's report of the votes cast in "for" or "against" the resolution stated in the said postal ballot notice through Postal Ballot forms and based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, as well as data provided to me from the Company and Registrar & Transfer Agent of the Company.

6. Summary of the Postal Ballot Forms / Electronic Votes received is as under:

Sr. No.	Particulars	Resolution No. 1	
		No. of PBF/ E-Voting	No. of Shares
		Approval to issue upto 9,50,000 equity shares of the Company to the Promoters of Universal Power Systems Private Limited ("UPSPL") towards acquisition of 100% stake of UPSPL.	
i)	Postal Ballot Forms (PBF) received	250	21,878@
ii)	E-Voting Confirmations	101	7,72,73,576*
	TOTAL VOTING	351	7,72,95,454
iii)	Less: a) Invalid Postal Ballot Forms/ Invalid E-voting	34	2,652
	b) Duplicate Voting (as voted in both Physical Postal Ballot and thru E-Voting)	3	120
iv)	Net Valid Postal Ballot Forms / E-voting confirmations:	314	7,72,92,682
a)	Postal Ballot Forms / E-voting with assent for the Resolution	285	7,72,62,854
	% of Assent	90.76	99.96
b)	Postal Ballot Forms / E-voting with dissent for the Resolution	29	29,828
	% of Dissent	9.24	0.04

Note:

@: Actual Shares voted are 21,878 as against 21,879 actual shares held, thereby voting for 1 share less.

*: Actual shares voted are 7,72,73,576 as against 7,73,66,876 actual shares held, thereby voting for 93,300 shares less.

7. On reckoning the voting rights of the Members of the Company, I report that total percentage of Assent (Voted for the Resolution) in respect of the Special Resolution for Approval to issue upto 9,50,000 equity shares of Rs. 10/- each of the Company to





HARESH M. JANI
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the Promoters and Shareholders of Universal Power Systems Private Limited ("UPSPL") towards acquisition of 100% stake of UPSPL is 99.96%

8. I am handing over the Postal Ballot Forms and other related papers / registers and records to Mrs. Dimple Mehta, Company Secretary, for record maintenance.
9. You may accordingly declare the result of the Postal Ballot exercise.

Yours Sincerely,

Hareesh M. Jani
(Proprietor)
FCS No. 4570
C.P. No. 2236

