

March 26, 2015



The DCS – CRD
BSE Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai 400 001

The DCS - CRD
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No – C Block, G Block,
Bandra Kurla Complex,
Mumbai 400 051

Ref: BSE Scrip Code: 533261; NSE Scrip Code: EROSMEDIA

Sub: Voting Results of Postal Ballot as per Clause 35A

Dear Sir/Madam,

In terms of Clause 35A of the Listing Agreement and in furtherance to our letter dated February 13, 2015 intimating about the conducting of Postal Ballot, kindly find below the details of voting results of Postal Ballot process conducted by the Company:

a)	Date of declaration of Postal Ballot Results	26 March, 2015
b)	Total number of shareholders on record date i.e. February 13, 2015	23,465
c)	No. of shareholders present in the meeting either in person or through proxy: i) Promoters and Promoter Group ii) Public	Not applicable being Postal Ballot
d)	No. of Shareholders attended the meeting through Video Conferencing: i) Promoters and Promoter Group ii) Public	Not applicable being Postal Ballot



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



e) Details of the Agenda:

Sr No.	Resolution	Type of Resolution	Mode of Voting
1.	Approval to issue upto 950,000 equity shares of the Company to the Promoters of Universal Power Systems Private Limited ("UPSPL") towards acquisition of 100% stake of UPSPL.	Special Resolution	Postal Ballot and E-Voting

f) Details of Voting Results of Postal Ballot and E-Voting as per Clause 35A of the Listing agreement

Resolution No. 1							
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3) =[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	6,88,33,290	688,27,690	99.99	6,88,27,690	0	100.00	0.00
Public – Institutional Holders	1,85,68,911	83,92,815	45.20	83,64,619	28,196	99.66	0.34
Public-Others	51,05,073	72,177	1.41	70,545	1,632	97.74	2.26
Total	9,25,07,274	7,72,92,682	83.55	7,72,62,854	29,828	99.96	0.04

Based on the above, the Resolution has been passed by the Shareholders.

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We enclose herewith Report of Scrutinizer dated March 26, 2015 for your reference.

The above results are also uploaded on our website www.erosintl.com along with Scrutinizer's Report.

Kindly take the same on record and acknowledge.

Thanking You

Yours faithfully,

For **Eros International Media Limited**

A handwritten signature in blue ink that reads "Dimple Mehta". The signature is written in a cursive style with a horizontal line underneath.

Dimple Mehta

Company Secretary & Compliance Officer



Encl: As above

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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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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 JANI & ASSOCIATES

COMPANY SECRETARIES

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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

