

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 November 12, 2014 for seeking approval of the shareholders for making of Investments/ Loans/ Guarantees/ Securities in terms of Section 186 of the Companies Act, 2013 and for transaction with Related Parties in terms of Section 188 of the Companies Act, 2013.

Mr. Bankim Mehta, the Scrutinizer to the Postal Ballot, had submitted his report on 30th December, 2014 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 30th December, 2014 at 7.30 p.m.:

Sr. No.	Description of Resolution	Item No: 1 Special Resolution for making loan(s), giving guarantee(s), providing security(ies) and making investment(s) in other bodies corporate(s) upto ₹1000 crores in accordance with section 186 of Companies Act, 2013.		Item No: 2 Special Resolution for entering into related party transactions in accordance with section 188 of Companies Act, 2013.	
		No. of PBF/ E-Voting	No. of Shares	No. of PBF/ E-Voting	No. of Shares
i)	Postal Ballot Forms (PBF) received	222	23,749	222	23,749
ii)	E-Voting Confirmations	89	60,75,275	89	60,75,275
	TOTAL VOTING	311	60,99,024	311	60,99,024
iii)	Less: Invalid Postal Ballot Forms/ E-Voting	35	42,54,902	37	42,54,977
iv)	Net Valid Postal Ballot Forms / E-voting confirmations:	276	18,44,122	274	18,44,047
a)	Postal Ballot Forms / E-voting with assent for the Resolution	225	81,880	222	81,752
	% of Assent	-	4.44	-	4.43
b)	Postal Ballot Forms / E-voting with dissent for the Resolution	51	17,62,242	52	17,62,295
	% of Dissent	-	95.56	-	95.57

The votes cast against both the Special Resolution no. 1 and 2 have exceeded the votes received in favour. Consequently, the Special resolution no. 1 and 2 as mentioned in Notice of Postal Ballot dated November 12, 2014 are not approved by the shareholders.

Place:-Mumbai



For Eros International Media Limited



Dimple Mehta
Company Secretary and Compliance Officer

Date:-December 30, 2014

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

Scrutinizer's Report

To,

The Chairman,
Eros International Media Limited
201, Kailash Plaza, Plot No. A-12,
Opp. Laxmi Industrial Estate,
Link Road, Andheri (West),
Mumbai-400053.

Dear Sir,

Re: Scrutinizer's Report on voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and scrutinizing the physical ballot forms received from the shareholders who do not avail of e-voting facility.

1. The Board of Directors of the Company at its meeting held on November 12, 2014 appointed me as a Scrutinizer to conduct the voting by way of electronic means (e-voting) in accordance with section 110 of Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and to scrutinize the physical ballot forms received from the shareholders.
2. I submit my report as under:
 - 2.1 The Company has completed the dispatch of postal ballot forms alongwith postage prepaid business reply envelope on November 28, 2014 to its Members, whose name appeared on the Register of Members/list of beneficial owners as on Friday, 14th November, 2014. The Company has sent the Notice of Postal Ballot by email on the registered e-mail addresses of the Members and physical copy alongwith Postal Ballot forms to those Members who have not registered their email addresses.
 - 2.2 The shareholders of the Company had options to vote on Resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website www.evotingindia.com of Central Depository Services (India) Limited (CDSL).

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- 2.3 Particulars of all Postal Ballot forms received in physical or through e-voting process from the members have been consolidated and entered in a sheet separately maintained for the purpose.
- 2.4 The Postal Ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- 2.5 The Postal Ballot forms were scrutinized and the shareholding was matched/confirmed with the register of members of the Company/list of beneficial owners as on 14th November, 2014.
- 2.6 All Postal Ballot forms received either in physical and votes cast through electronic means through CDSL portal were unblocked in the presence of two witnesses viz., Mr. Manish G Varma and Mr. Rahul Karnik on Tuesday, December 30, 2014, who are not in the employment of the Company.
- 2.7 The results of e-voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of CDSL.
- 2.8 The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
- 2.9 I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received, respectively.
- 2.10 All Postal Ballot forms and votes cast through electronic means received before 6.00 p.m. on or before Sunday, 28th December, 2014, being the last date fixed by the Company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
- 2.11 **1 (One only)** Postal Ballot forms were received after 6.00 p.m. Sunday, 28th December, 2014 upto the date of this report.



2.12 228 (Two Hundred Twenty Eight only) envelopes containing Postal Ballot forms were returned undelivered upto the date of this report.

2.13 I did not find any defaced or mutilated Ballot Paper.

3. A summary of the Postal Ballot forms received is given below:

A. RESOLUTION NO. 1 - SPECIAL RESOLUTION

Authority to the Board of Directors to make/give/provide investments/loans/guarantees/security to Subsidiary(ies)/Associate Company(ies)/Body Corporates under section 186 of the Companies Act, 2013.

(i) Voted in favor of the resolution:

	Number of members voted through e-voting system/through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	43	61,652	--
Physical	182	20,228	--
Total	225	81,880	4.44

(ii) Voted against the resolution:

	Number of members voted through e-voting system/through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	19	17,60,106	--
Physical	32	2,136	--
Total	51	17,62,242	95.56

(iii) Invalid votes:

	Number of members voted through e-voting system/through Physical Ballots	Number of Votes cast (Shares)
E-voting	27	42,53,517
Physical	8	1,385
Total	35	42,54,902



B. RESOLUTION NO. 2 - SPECIAL RESOLUTION

Transactions with Related Parties under section 188 of the Companies Act, 2013.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	41	61,569	--
Physical	181	20,183	--
Total	222	81,752	4.43

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	21	17,60,189	--
Physical	31	2,106	--
Total	52	17,62,295	95.57

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots	Number of Votes cast (Shares)
E-voting	27	42,53,517
Physical	10	1,460
Total	37	42,54,977

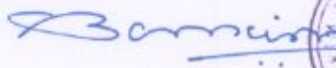

4. I have handed over the Postal Ballot forms and other related papers/registers and records for safe custody to the Company Secretary/Director authorized by the Board to supervise the postal ballot process.



5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

For Bankim Mehta & Associates
Company Secretaries

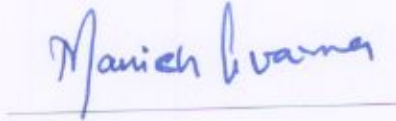



Bankim Mehta
Proprietor

FCS No. 7831
C. P. No. 8959


Place: Mumbai
Date: December 30, 2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Services Limited, (CDSL) www.evotingindia.com in our presence on 30th December, 2014 at the office of the Scrutinizer.



Manish G Varma

Address: 36, 4th Floor, Western India House, Sir P.M. Road, Fort, Mumbai-400001.



Rahul Karnik

Address: 36, 4th Floor, Western India House, Sir P.M. Road, Fort, Mumbai-400001.