29th December, 2011

The DCS-CRD,
Bombay Stock Exchange Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

The DCS-CRD,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex
Mumbai-400051

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

Sub: Submission of scrutiniser's report of the Postal Ballot

We hereby submit the scrutiniser's report dated 29th December, 2011 declaring the results with respect to the assent or dissent of shareholders, in writing, for resolutions passed by mode of postal ballot.

You are requested to please take on record the above for your reference and further needful.

FOR EROS INTERNATIONAL MEDIA LIMITED

Company Secretary and Compliance Officer

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Encl:- Scrutiniser's report dated 29th December, 2011

SG & ASSOCIATES
COMPANY SECRETARIES

Tel. 022-28765104 / 28774626
E-mail : suhas62@yahoo.com
E-mail : sg.sgfirm@gmail.com

Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road,
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

SCRUTINIZER'S REPORT

The Chairman
Eros International Media Limited
201, Kailash Plaza, Plot No. A-12,
Opp. Laxmi Industrial Estate,
Off New Link Road,
Andheri (W), Mumbai-53

Dear Sir,

Sub: Report on voting by postal ballot in respect of : i) Payment of Remuneration to Mr. Kishore Lulla, Executive Director of the Company and ii) Approval for revision in terms of employment of Mr. Sunil Lulla, Executive Vice Chairman and Managing Director of the Company as stated in the notice dated 11th November, 2011.

1. The Board of Directors of the Company at its meeting held on 11th November, 2011 has appointed me as a Scrutinizer for conducting the postal ballot voting process.

2. I submit my report as under : -

- The Company has completed on 26th November, 2011 the dispatch of Postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared, on the Register of Members/list of beneficiaries as on 18th November, 2011
- Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- The ballot boxes were opened on 26th December, 2011 in my presence.
- The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on 18th November, 2011.
- All postal ballot forms received up to the close of working hours(6.00 pm) on 26th December, 2011, the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.
- I did not find any defaced or mutilated ballot paper.

SG & ASSOCIATES ★ COMPANY SECRETARIES ★

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3. A summary of the postal ballot forms received is given below:

A) **Resolution No.1**:

Particulars	No of Postal Ballot Forms	No of Shares	% of total paid up equity capital
(a) Total postal ballot forms received	589	76894379	100
(b) Less: Invalid postal ballot forms (as per register)	*99*	*5652*	0.01
(c) Net valid postal ballot forms (as per register)	*490*	*76888727*	99.99
(d) Postal ballot forms with assent for Resolution specified at item no1 of the postal ballot form	340	76881307	99.98
(e) Postal ballot forms with dissent for Resolution specified at item no1 of the postal ballot form	150	7420	0.01

B) **Resolution No. 2**:

Particulars	No of Postal Ballot Forms	No of Shares	% of total paid up equity capital
(a) Total postal ballot forms received	589	76894379	100
(b) Less: Invalid postal ballot forms (as per register)	*103*	*5608*	0.01
(c) Net valid postal ballot forms (as per register)	*486*	*76888771*	99.99
(d) Postal ballot forms with assent for Resolution specified at item no 2 of the postal ballot form	333	76881286	99.98
(e) Postal ballot forms with dissent for Resolution specified at item no 2 of the postal ballot form	153	7485	0.01

4. You may accordingly declare the result of the voting by Postal Ballot in respect of both the aforesaid items of business which are also mentioned at item no 1 & 2 of the Notice conveying the resolution to be passed by postal ballot as having been passed.

Thanking you,

Suhas Ganpule

SG & ASSOCIATES
COMPANY SECRETARIES
SUHAS S. GANPULE
PROPRIETOR
C.P. NO 5722

Place: Mumbai
Date: 29th December, 2011