HARESH M. JANI
B.COM., L.LB., 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* **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.**	
		No. of PBF/ E-Voting	*No. of Shares*
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

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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,

HARESH JANI & ASSOCIATES MUMBAI

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