Eros International Media Limited

CIN: L99999MH1994PLC080502

Registered Office: 201, Kailash Plaza, Plot No. A-12, Opp. Laxmi Industrial Estate, Link Road, Andheri West, Mumbai 400 053
Corporate Office: 901/902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai 400 053
Tel: +91 22 66021500 Fax: +91 22 66021540 Email: compliance.officer@erosintl.com

Notice of Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactments thereof for the time being in force), to the Members of Eros International Media Limited (hereinafter referred to as "the Company") to seek their approval by way of Postal Ballot for the following resolution as given below:

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.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution proposed in this notice setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot for your consideration.

The Board of Directors of the Company has appointed Mr. Haresh Jani, Practicing Company Secretary, as Scrutinizer at the meeting held on February 13, 2015, for conducting the postal ballot (physical & e-voting) process in accordance with the law in a fair and transparent manner.

The Company in compliance with Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited. The e-voting period commences on Monday, February 23, 2015 (9.00 a.m.) and ends on Tuesday, March 24, 2015 (6.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours on Tuesday, March 24, 2015 (6.00 p.m.). Please note that any postal ballot form(s) received after the said date will be treated as not received.

The Scrutinizer will be submitting his report to the Chairman, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or Chief Financial Officer or the Company Secretary, on Thursday, March 26, 2015 at 6.00 p.m. at the Corporate Office of the Company at 901/902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai - 400 053. The results of the Postal Ballot will be posted on the Company's website www.erosintl.com and CDSL's e-voting website besides communicating to the Stock Exchanges where the Company's shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

Proposed Resolution:

Approval to issue and allot upto 950,000 equity shares of the Company to promoters of Universal Power Systems Private Limited against acquisition of 100% stake in "Universal Power Systems Private Limited"

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"**RESOLVED THAT**, in accordance with the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the enabling provisions in the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the listing agreements entered into with the Stock Exchanges where the Company's equity shares are listed, the guidelines, notifications and clarifications issued by the Reserve Bank of India ("RBI"), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and any other regulations issued by any other regulatory or statutory authority or body in India, and subject to all other approvals, permissions, consents and sanctions as may be required from any authorities (including the approval to be received from the Foreign Investment Promotion Board ("FIPB Approval")), and subject to such conditions and modifications as may be prescribed or imposed by any of them in granting any such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any duly authorised Committee thereof for the time being exercising the powers conferred on the Board by this resolution), the consent and approval of the Company be and is hereby granted to create, offer, issue and allot up to 950,000 equity shares of face value of ₹10/- each of the Company, (the "Issue Shares"), on a preferential allotment basis to Mr. Mahaveer Bhandari, Mrs. Lalitha Bhandari and Mr. Naveen Bhandari, who are the promoters and shareholders of Universal Power Systems Private Limited ("Techzone"), (hereinafter referred to as the "Promoters"), at a price to be determined in accordance with the provisions of the SEBI ICDR Regulations, as consideration for the Company acquiring the entire shareholding of Techzone from the Promoters, constituting 1000 equity shares of face value of ₹100/- each ("Techzone Shares")."

"**RESOLVED FURTHER THAT** as a consequence of the above, the Issue Shares may be offered subject to the following terms and conditions:

A. The Issue Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority (including the FIPB Approval) the allotment shall be completed within a period of 15 (fifteen) days from the date of grant of such approval.

B. The Promoters shall be required to transfer the Techzone Shares to the Company on or before the date of allotment of the Issue Shares.

C. The allotment of Issue Shares shall be made in dematerialized form.

D. The Issue Shares shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations.

E. The Issue Shares shall rank *paripassu* in all respects including as to dividend with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company."

"**RESOLVED FURTHER THAT** the price of the Issue Shares shall be calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, and the number of Issue Shares to be actually allotted shall be accordingly determined by the Board AND THAT the "Relevant Date" for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of declaration of postal ballot results, *i.e.*, February 24, 2015."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Issue Shares and listing thereof with the stock exchange(s) as appropriate including prescribing the form of application, filing applications with various regulatory authorities including but not limited to the application for FIPB Approval, entering into and execution of the share purchase agreement to be entered into by and between the Company, Techzone and the Promoters, any agreements or instruments in connection with the proposed issue of securities and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the Issue Shares, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or Chairman or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution, and any such delegation of powers already made by the Board is hereby accepted, ratified and approved."

By Order of the Board of Directors
For Eros International Media Limited

Dimple Mehta
Company Secretary & Compliance Officer

Date: February 13, 2015
Place: Mumbai

Notes:

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013, setting out material facts is appended herein below.

2. Notice of Postal Ballot is being sent to all the members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on February 13, 2015.

3. Notice of Postal Ballot is sent electronically on the registered e-mail addresses of the members and physical copy alongwith Postal Ballot form with prepaid Business Reply Envelope is dispatched to those shareholders who have not registered their email addresses.

4. All relevant documents referred to in this Notice and the statement pursuant to Section 102 of the Companies Act, 2013 shall be available for inspection at the Corporate Office of the Company on all working days, except Saturday / Sunday and other holidays between 11.00 a.m. till 2.00 p.m. up to the date of declaration of results of the Postal Ballot.

5. Members have option to vote either through e-voting or physical mode and the voting period commences from Monday, February 23, 2015 (9.00 a.m.). If a Member has opted for e-voting, then he/she should not vote by Physical Ballot and vice-versa. However, in case Members cast their vote, both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.

6. Voting through Physical Ballot Forms:

   a. Members are requested to carefully read the instructions printed in the Postal Ballot Form, fill up the Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer on or before 6.00 p.m. on Tuesday, March 24, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

   b. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

   c. Members who have not received the Postal Ballot Form may apply to the Registrar/ Company and obtain a duplicate thereof.

7. E-Voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2013 and the Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17 April, 2014 of Securities and Exchange Board of India (SEBI), the Company is also offering e-voting option to all the Members. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms. The procedure for e-voting is as under:

   i. The voting period begins on Monday, February 23, 2015 (9.00 a.m.). During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 13, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   ii. The shareholders should log on to the e-voting website www.evotingindia.com.

   iii. Click on Shareholders.

   iv. Now Enter your User ID

      a. For CDSL: 16 digits beneficiary ID,
      b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for Eros International Media Limited on which you choose to vote.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

8. In case, however, the members do not want to avail the e-voting facility organised through CDSL, such members may send a request to the Registrar at rnt.helpdesk@linkintime.co.in or write to the Company Secretary at the corporate office for obtaining the Notice and Postal ballot Form in physical form. On receipt of such request, the Company will dispatch the same in Physical Form to enable the Members to send back the Postal Ballot duly filled form, so as to reach the Scrutinizer within the prescribed time.

9. The Scrutinizer will submit his report to the Chairman of Company, after completion of the scrutiny of the Postal Ballots forms received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

10. The Chairman of the Company or Chief Financial Officer or the Company Secretary of the Company will announce the results of Postal Ballot on Thursday, March 26, 2015, at 6.00 p.m. at the Company's Corporate Office at 901/902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai 400 053.

11. Resolution passed by the Members through postal ballot is deemed to have been passed at general meeting of the Members of the Company held on the date of declaration of the result of the postal ballot.

12. The Result will be displayed at the Company's website www.erosintl.com, besides being communicated to the Stock Exchanges on which Company's equity shares are listed. The Result will also be published in one English and one regional news paper, being local language newspaper.

By Order of the Board of Directors
For Eros International Media Limited

Dimple Mehta
Company Secretary & Compliance Officer

Date: February 13, 2015
Place: Mumbai

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

The Company had entered into a binding term sheet with Universal Power Systems Private Limited, trading by the name "**Techzone**", to acquire a controlling stake in the Company.

Techzone is a leading mobile value added services provider for telecom operators based in India and acts as an aggregator, developer and distributor of entertainment content via mobile platforms in India such as SMS, WAP and IVR. Techzone is particularly focused on Bollywood films, music markets and has significant region-specific content in Tamil and Telugu. The entire shareholding of Techzone is held by Mr. Mahaveer Bhandari, Mrs. Lalitha Bhandari and Mr. Naveen Bhandari (hereinafter referred to as the "**Promoters**").

It is proposed that the Company will acquire 1000 (one thousand) equity shares of face value of ₹100/- each of Techzone (constituting 100% of the share capital of Techzone) from the Promoters ("**Techzone Shares**") in accordance with the terms of the share purchase agreement to be entered into by and between the Company, Techzone and the Promoters ("**Share Purchase Agreement**"). The Company intends to make this acquisition for a non-cash consideration, *i.e.*, by issuance of equity shares of face value of ₹10/- each of the Company ("**Issue Shares**") which shall be issued by the Company to the Promoters as consideration for the Techzone Shares ("**Share Consideration**"). The share exchange ratio shall be determined on the basis of the valuation of the Techzone Shares and the Issue Shares as provided in the valuation report prepared by Ladderup Corporate Advisory Private Limited in accordance with applicable pricing guidelines. Further, the Company shall obtain a certificate from its statutory auditors certifying that the issuance (including the issue price for the Issue Shares) of the Issue Shares, is in accordance with the applicable pricing guidelines prescribed in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**").

The board of directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution, or any person authorized by the Board or its committee for such purpose) have already approved the proposed issue and allotment of the Issue Shares to the Promoters as consideration for the Techzone Shares pursuant to the execution of the Share Purchase Agreement, subject to the approval of shareholders and other regulatory approvals.

The proposed issue and allotment of the Issue Shares will *inter-alia* be governed by the Companies Act, 2013, the articles of association of the Company, the listing agreement entered into between the Company and the stock exchanges where the equity shares of the Company are listed, the SEBI ICDR Regulations and the terms of the Share Purchase Agreement.

In terms of Section 42 and 62 of the Companies Act, 2013 read with the SEBI ICDR Regulations, the proposed preferential allotment requires approval of the Company's members by way of a special resolution. The Board, therefore, seeks approval of the Company's members for the resolution set out in the notice, by way of a special resolution.

Since the Company is owned and controlled by a non-resident entity, the acquisition of Techzone Shares shall be deemed as downstream investment and since such downstream investment will be made for non-cash consideration i.e. by way of Share Consideration, it would require the approval of the Foreign Investment Promotion Board ("**FIPB**") as per the extant foreign exchange regulations.

The proposed issue and allotment of the Issue Shares will also be subject to customary conditions precedent laid down in the Share Purchase Agreement, including receipt of shareholders' approval and applicable governmental and regulatory approvals, including but not limited to the approval from FIPB. The satisfaction of these conditions is not necessarily within the control of the Company. The Issue Shares to be allotted to the Promoters shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

Details of the issue as per Clause 73 of SEBI (ICDR) Regulations are as follows:

a) **Objects of the preferential issue:** The equity shares of the Company are proposed to be issued towards consideration for acquiring 100% stake by the Company in Universal Power Systems Private Limited from its Promoters viz. Mr. Mahaveer Bhandari, Mrs. Lalitha Bhandari and Mr. Naveen Bhandari.

b) **Proposal of the Directors / Promoters / Key Managerial Personnel of the Company to subscribe to the preferential issue:** No shares are being offered to Directors, Key Managerial Personnel or relatives of the Directors or Key Managerial Personnel of the Company.

c) **Relevant Date:** "Relevant Date" for the purpose of calculating the price of the Issue Shares is February 24, 2015, being 30 days prior to the date of declaration of postal ballot results.

d) **Basis or Justification of Price:** The issue price will be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations.

Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Securities of the Company on both the stock exchanges will be considered to determine the higher trading volume for computation of issue price. The issue of equity shares arising out of exercise of shares issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of shares:

i. the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the 26 weeks preceding the Relevant Date; or

ii. the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the 2 weeks preceding the Relevant Date.

The 'recognized stock exchange' referred to above means any of the recognized stock exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the relevant date.

The Company would notify through the newspapers the price of each equity share to be issued in lieu of shares calculated in accordance with Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the Relevant Date for the benefit of the members.

e) **Requirement as to re-computation of price and lock-in of specified securities:** As required under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

f) **Shareholding pattern of the Company before and after the proposed issue:**
The pre allotment as on February 13 2015 being the latest practicable date on which shareholder data was available prior to the approval and issuance of the notice to members and post allotment shareholding pattern of the Company is set out below:

Category Code	Category of shareholder	Pre-Issue			Post-Issue		
		Total Number of shareholders	Total number of Shares	% of shareholding	Total Number of shareholders	Total number of Shares	% of shareholding
(A)	**Promoter and Promoter Group**						
1.	**Indian**						
(a)	Individuals/Hindu Undivided Family	4	7,000	0.01	4	7,000	0.00
(b)	Bodies Corporate	1	21,700,000	23.46	1	21,700,000	23.23
	Sub Total (A)(1)	**5**	**21,707,000**	**23.47**	**5**	**21,707,000**	**23.23**
2.	**Foreign**						
(a)	Bodies Corporate	1	47,126,290	50.94	1	47,126,290	50.42
	Sub Total (A)(2)	**1**	**47,126,290**	**50.94**	**1**	**47,126,290**	**50.42**
	Total (A)	**6**	**68,833,290**	**74.41**	**6**	**68,833,290**	**73.65**
(B)	**Public Shareholding**						
1	**Institutions**						
(a)	Mutual Funds/UTI	5	220,208	0.24	5	220,208	0.24
(b)	Financial Institutions / Banks	2	17,804	0.02	2	17,804	0.02
(c)	Insurance Companies	1	806,646	0.87	1	806,646	0.86
(d)	Foreign Institutional Investors	73	16,363,177	17.69	73	16,363,177	17.51
	Sub Total (B) (1)	**81**	**17,407,835**	**18.82**	**81**	**17,407,835**	**18.63**
2	**Non-institutions**						
(a)	Bodies Corporate	347	1,977,023	2.14	347	1,977,023	2.12
(b) (i)	Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	22,539	2,017,254	2.18	22,539	2,017,254	2.16
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	12	259,127	0.28	15	1,209,127	1.29
(c)	Foreign Portfolio Investors-Corporate	10	1,161,076	1.25	10	1,161,076	1.24
(d)	**Any Other**						
i	Non Resident Indians (Repat)	199	59,376	0.06	199	59,376	0.06
ii	Non Resident Indians (Non Repat)	85	172,311	0.19	85	172,311	0.18
iii	Clearing Member	186	619,982	0.67	186	619,982	0.66
	Sub Total (B)(2)	**23,378**	**6,266,149**	**6.77**	**23,381**	**7,216,149**	**7.72**
	Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)	**23,459**	**23,673,984**	**25.59**	**23,462**	**24,623,984**	**26.35**
	Total (A)+(B)	**23,465**	**92,507,274**	**100.00**	**23,468**	**93,457,274**	**100.00**

Note: The shareholding pattern and the issue price may vary and accordingly number of shares to be allotted may increase or decrease subject to the determination of the issue price and the allotment of the Issue Shares shall not exceed 950,000 in any case.

g) **The time within which the preferential issue shall be completed** – As required under the SEBI ICDR Regulations, the allotment of the Shares on preferential basis will be completed within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority (including the FIPB Approval), the allotment shall be completed within a period of 15 (fifteen) days from the date of grant of such approval.

h) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue :**

Name of the Proposed Allottees	Ultimate Beneficial Owners	Pre Issue Equity Holding		No. of Equity Shares to be allotted	Post Issue Holding in the Company	
		No. of Shares	% of holding		No. of Shares	% of holding
Mr. Mahaveer Bhandari	Mr. Mahaveer Bhandari	355	0.00	474,050	4,74,405	0.51
Mrs. Lalitha Bhandari	Mrs. Lalitha Bhandari	490	0.00	475,000	4,75,490	0.51
Mr. Naveen Bhandari	Mr. Naveen Bhandari	77	0.00	950	1,027	0.00

Note: The shareholding pattern and the issue price may vary and accordingly number of shares to be allotted may increase or decrease subject to the determination of the issue price and the allotment of the Issue Shares shall not exceed 950,000 in any case.

There shall be no change in control of the Company pursuant to the said issue.

i) **Certificate by Auditors and Valuation report** : A copy of the certificate from M/s Walker Chandiok & Co LLP., Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Shares is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations, and the valuation report prepared by Ladderup Corporate Advisory

Private Limited, to determine the share exchange ratio shall be available for inspection at the Corporate Office of the Company on all working days, except Saturday/ Sunday and other holidays, between 11.00 a.m. and 2.00 p.m. upto the date of declaration of results of Postal Ballot i.e. March 26, 2015.

j) **Lock-in Period**: The proposed allotment shall be subject to lock-in as per requirements of the SEBI ICDR Regulations.

The Board recommends passing of the resolution set out above as Special Resolution.

None of the Directors and Key Managerial Personnel's including their relatives is in anyway, concerned or interested in the resolution.

By Order of the Board of Directors
For Eros International Media Limited

Dimple Mehta
Company Secretary and Compliance Officer

Date: February 13, 2015
Place : Mumbai

Registered office:
201, Kailash Plaza,
Plot No. A-12,
Opp. Laxmi Industrial Estate,
Link Road, Andheri West,
Mumbai 400 053

Corporate Office:
901/902, Supreme Chambers,
Off. Veera Desai Road,
Andheri West,
Mumbai 400 053
Tel: +91 22 66021500
Email: compliance.officer@erosintl.com

Registrar and Share Transfer Agent:
M/s. Link Intime India Private limited
Unit:Eros International Media Limited
C-13, Pannalal Silk Mills Compound, L. B. S. Marg,
Bhandup (W), Mumbai 400 078 Tel: +91 22 25946970
Email: evelin.subalatha@linkintime.co.in

Eros International Media Limited
CIN: L99999MH1994PLC080502
Registered Office Address : 201, Kailash Plaza, Plot no. A-12, Opp. Laxmi Industrial Estate, Link Road, Andheri (West), Mumbai – 400 053 Phone: 91 22 66021500 Fax: 91 22 66021540
email: compliance.officer@erosintl.com Website: www.erosintl.com

BALLOT FORM

Serial No.:

(1) **Name and Registered Address of the Sole/First named Member** :

(2) **Names(s) of the Joint Holder(s) (if any)** :

(3) **Registered Folio No./DP ID No. and Client ID No.** :

(4) **Number of Share(s) held** :

I/We hereby exercise my/our vote(s) in respect of the Resolution set out in the Notice of Postal Ballot of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Resolution	No. of Shares	For	Against
		I/We assent to the Resolution	I/We dissent to the Resolution
Approval to issue 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.			

Date :
Place:

Signature of Member

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	*Default PAN

*Only members who have not updated their PAN with the Company / Depository Participants shall use default PAN in the PAN field.

Instructions

1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.

2. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot

4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of Postal Ballot.

Process and manner for members opting to vote by using Ballot Form:

5. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) so as to reach the Scrutinizer appointed by the Board of Directors of the Company.

6. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of POA. Exercise of vote by Ballot is not permitted through proxy.

7. In case the shares are held by companies, trusts, societies, etc; the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.

8. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.

9. The voting rights of shareholders shall be in proportion of the share(s) held by them in the paid up equity share capital of the Company as on Friday, February 13, 2015.

10. Duly completed Ballot Form should reach the Scrutinizer not later than Tuesday, March 24, 2015 (6.00 p.m.IST). Ballot Form(s) received after Tuesday, March 24, 2015 (6.00 p.m.IST) will be strictly treated as if the reply from the members has not been received.

11. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 10 above.

12. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identity either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

13. The decision of Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

14. The results declared alongwith the Scrutinizers' Report, shall be placed on the Company's website www.erosintl.com and on the website of Central Depository Services (India) Limited on Thursday, March 26, 2015, after intimating to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.