

September 27, 2019

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai – 400 001

Scrip Code: 533261

National Stock Exchange of India Limited
Corporate Relationship Department/ Listing Department
Exchange Plaza, 5th Floor,
Plot No – C Block, G Block,
Bandra Kurla Complex, Mumbai 400 051

Scrip Code: EROSMEDIA

Sub: Disclosure of Voting Results of the 25th Annual General Meeting held on September 25, 2019

Dear Sir,

This is with reference to our earlier communication regarding the Annual General Meeting of the Company. This is to inform that the 25th Annual General Meeting of the Company was held on Wednesday, September 25, 2019 at 2.00 P.M. at "The Classic Club", New Link Road, Behind Infinity Mall, Andheri West, Mumbai 400053.

As per the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting, physical ballot and e-voting facility at the venue of the Annual General Meeting to its Shareholders for voting on the business transacted at the Annual General Meeting. The Company had appointed Mr. Suhas Ganpule, Practicing Company Secretary as the Scrutinizer for the remote e-voting, physical ballot and e-voting at the venue of the Annual General Meeting. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 25th Annual General Meeting have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report dated September 27, 2019 is enclosed herewith.

In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Consolidated outcome of the voting held through remote e-voting, physical ballot and e-voting facility at the venue of the Annual General Meeting.

You are requested to kindly take the above information on records.

Thanking you

Yours faithfully,

for Eros International Media Limited

Vijay Thaker

Vice President - Company Secretary and Compliance Officer

Encl: As above

<u>Voting Results of the 25th AGM Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>

Date of the AGM	25 th September, 2019
Total number of shareholders on record	55,957
date	
No. of shareholders present in the meeting	82
either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	80
No. of Shareholders attended the meeting	Not Applicable
through Video Conferencing	
Promoters and Promoter Group:	
Public:	1



Agenda- wise disclosures

ITEM No 1: To Receive, Consider and adopt (a) Audited Financial Statements of the Company for the year ended 31st March 2019, together with Directors Report and Auditors Report thereon & (b) Audited Consolidated Financial Statements for the year ended 31st March 2019, together with the Auditors Report thereon:

Resolution requ	ired: (Ordinary/ S	Special)	Ordinary Resolut	ion				
	ter/ promoter gro e agenda/resoluti	on?	No					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Voters polled on Outstanding 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	E-voting	5,95,84,302	4,26,76,811	71.62	4,26,76,811		100.00	
Promoter	Poll	-				- -		
Group*	Postal Ballot (if Applicable)							
	Total	5,95,84,302	4,26,76,811	71.62	4,26,76,811		100.00	
Public Institution	E-voting	69,97,581						
mstitution	Poll							
	Postal Ballot (if Applicable)							
	Total	6997581						
Public Non	E-voting	2,89,26,257	59,64,279	20.62	59,57,099	7,180	99.88	0.12
Institutions	Poll	+	39,176	0.13	35,755	3,421	91.26	8.74
	Postal Ballot (if Applicable)	-						
	Total	2,89,26,257	60,03,455	20.75	59,92,854	10,601	99.82	0.18
Total		9,55,08,140	4,86,80,266	50.97	4,86,69,665	10,601	99.98	0.02

^{*}Includes shares transferred by way of pledge to pool account of the Lender.

Viry JY (MLMBAI)

ITEM No. 2: To appoint a Director in place of Mr. Kishore Arjan Lulla (DIN: 02303295), who retires by rotation and being eligible, offers himself for reappointment.:

Resolution requi	ired: (Ordinary/ S	Special)	Ordinary Resolut	ion				
Whether promot interested in the	ter/ promoter gr e agenda/resoluti	on?	No					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Voters polled on Outstanding 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	E-voting	5,95,84,302	4,26,76,811	71.62	4,26,76,811		100.00	
Promoter Group*	Poll							
0.0up	Postal Ballot (if Applicable)	The second secon						
	Total	5,95,84,302	4,26,76,811	71.62	4,26,76,811		100.00	
Public Institution	E-voting	69,97,581						
	Poll		Administration of the second of the sec					
	Postal Ballot (if Applicable)							
	Total	69,97,581						
Public Non	E-voting	2,89,26,257	59,64,279	20.62	39,31,636	20,32,643	65.92	34.08
Institutions	Poll		39,176	0.13	35,730	3,446	91.20	8.80
	Postal Ballot (if Applicable)	-						
	Total	2,89,26,257	6,00,34,55	20.75	39,67,366	20,36,089	66.08	33.92
Total		9,55,08,140	4,86,80,266	50.97	4,66,44,177	20,36,089	95.82	4.18

^{*} Includes shares transferred by way of pledge to pool account of the Lender.



ITEM No. 3: To Re-appoint Mr. Dhirendra Swarup (DIN 02878434), as an Independent Director not liable to retire by rotation, to hold office for second term of Five (5) consecutive years from the date of this 25th Annual General Meeting:

Resolution requ	ired: (Ordinary/ S	Special)	Special Resolutio	n				
	ter/ promoter gro agenda/resoluti		No			_		
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Voters polled on Outstanding 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)]*10	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-voting	5,95,84,302	4,26,76,811	71.62	4,26,76,811		100.00	
and	Poll							
Promoter	Postal							
Group*	Ballot (if							
	Applicable)							
	Total	5,95,84,302	4,26,76,811	71.62	4,26,76,811		100.00	
Public	E-voting	69,97,581						
Institution	Poll							
	Postal Ballot (if Applicable)							
	Total	69,97,581		==				
Public	E-voting	2,89,26,257	59,64,279	20.62	59,47,110	17,169	99.71	0.08
Non	Poll]	39,176	0.13	35,610	3,565	90.89	9.11
Institutions	Postal Ballot (if Applicable)							
	Total	2,89,26,257	60,03,455	20.75	59,82,720	20,735	99.65	0.35
Total		9,55,08,140	4,86,80,266	50.97	4,86,59,531	20,735	99.96	0.04

^{*} Includes shares transferred by way of pledge to pool account of the Lender.



ITEM No. 4: To Consider and approve Material Related Party Transactions between the Company and Colour Yellow Productions Private Limited:

Resolution red	quired: (Ordinary/ S	pecial)	Ordinary Resolution	on				
	noter/ promoter gro he agenda/resolutio		Yes					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Voters polled on Outstanding 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	E-voting	5,95,84,302						
and	Poll							
Promoter Group*	Postal Ballot (if Applicable)							
	Total	5,95,84,302						
Public	E-voting	69,97,581						
Institution	Poll							
	Postal Ballot (if Applicable)							
	Total	69,97,581						
Public	E-voting	2,89,26,257	59,64,279	20.62	57,28,380	2,35,899	96.04	3.96
Non	Poll		39,176	0.13	35,610	3,566	90.89	9.10
Institutions	Postal Ballot (if Applicable)							
	Total	2,89,26,257	60,03,455	20.75	57,63,990	2,39,465	96.01	3.99
Total		9,55,08,140	60,03,455	06.29	57,63,990	2,39,465	96.01	3.99

^{*} Includes shares transferred by way of pledge to pool account of the Lender.





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Room No.1, 1st Floor, New Vora House, Gram Panchayat Road, Above Kajat Jewellers, Goregaon (West), Mumbai - 62

Consolidated Report of Scrutinizer on remote e-voting, physical ballot forms and electronic voting at venue of the 25th Annual General Meeting

To.

The Chairman.

Of 25th Annual General Meeting (AGM) of the Shareholders of **EROS International Media Limited** (hereinafter referred as the "Company") held on Wednesday, 25th September 2019, at 2.00 P.M. at The Classic Club", New Link Road, Behind Infinity Mall, Andheri West, Mumbai – 400 053.

Dear Sir.

Re: Scrutinizer's Report on voting through remote e-voting, physical ballot forms and electronic voting at the Annual General Meeting ("AGM") in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

- A. I, Suhas Ganpule, Proprietor of SG & Associates Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 12th August, 2019 to conduct the following:
 - 1. Remote e-voting process and to scrutinize the Physical Ballot forms received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act. 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - 2. Electronic voting (e-voting) at the AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Wednesday. 25th September, 2019.
- B. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday 21st September, 2019 (9.00 am) and ended on Tuesday 24st September, 2019 (5.00 pm) and the Central Depository Services (India) Limited (CDSL) remote e-voting platform was unblocked thereafter.
- C. The Company has also provided voting by Physical Ballot forms & electronic voting facility by CDSL at the AGM to the members who do not have access to/did not cast their votes through remote e-voting or physical ballot.
- D. The report on e-voting done at the AGM was generated in my presence along with Ms. Reshma Matele and Ms. Aishwarya Khanvilkar.

- E. After closure of the e-voting at the AGM, the report on e-voting done at the AGM was generated in my presence and diligently scrutinized.
- F. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted. Votes cast through physical ballot forms received up to 25th September, 2019 were also considered.
- G. On the basis of the votes exercised by the Members of the Company through remote e-voting, Postal ballot and e-voting at AGM, I have issued separate Scrutinizer's Report dated 27th September, 2019.

<u>Voting Results of the 25th AGM Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>

Date of the AGM	25th September, 2019
Total number of shareholders on record date	55,957
No. •f shareholders present in the meeting either in person or through proxy:	82
Promoters and Promoter Group:	2
Public:	80
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Agenda-wise disclosures

FFEM No. 1: To Receive, Consider and adopt (a) Audited Financial Statements of the Company for the year ended 31st March 2019, together with Directors Report and Auditors Report thereon & (b) Audited Consolidated Financial Statements for the year ended 31st March 2019, together with the Auditors Report thereon:

Resolution required; (Ordinary/ Special)			Ordinary Resolution	0.53	destruction of the second seco	matthew of Assessment Constitute of Congagnetic	ration of the polymerly spirit of the subsequent and the subsequence of the spirit spirits and the subsequence of the spirits and the subsequence of the subsequence	ettera romanime i romanimatika prophilaritis i tikandima (i i a sett
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	C	2,89,26,257	60,03,455	\$.70 \$40 \$40 \$40 \$40 \$40 \$40 \$40 \$40 \$40 \$4	59,92,854	90		
		9,55,08,140	4,86,80,266	8	4,86,69,665		99,98	0.02

"Includes shares transferred by way of plestige to pool account of the Lender.

ITEM No. 2: To appoint a Director in place of Mr. Kishore Arjan Lulla (DIN: 02303295), who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)	d: (Ordinary/		Ordinary Resolution	101			A mind considering allowers of the constraints and a solution of the constraints of the c	
Whether promoter/ promoter group are interested in the agenda/resolution?	r/ promoter gr genda/resoluti	bup are	No	Anti-Anti-Anti-Anti-Anti-Anti-Anti-Anti-	description of the edition of the second and the memoranment of			mada mağındı evi kepmum mada verilin indentiliklerin veri mada nedanisi
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	Por	5,95,84,302	4,26,76,811		4,26,76,811	A . A	100.00	en transportunistis in the species of the species o
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		69,97,581	* *	¥ =		6		
	Sanosa	2,89,26,257	59,64,279	2902	39,31,636	20,32,643	65,92	34.08
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	2	2,89,26,257	6,00,34,55	And the state of t	39,67,366	20,36,009	60.88	manistration and the second and the
		9,55,08,140	4 86 88 2 6 6		4,66,54,177	20,36,089		

* Includes shares transferred by way of pledge to pool account of the Lender.

ITEM No. 3: To Re-appoint Mr. Dhirendra Swarup (DIN 02878434), as an Independent Director not liable to retire by rotation, to hold office for second term of Five (5) consecutive years from the date of this 25th Annual General Meeting:

Resolution required: (Ordinary/ Special)	ed. (Ordinary/	Special)	Special Resolution		annan a Nama	energy is the special deposit of the special state	and the second s	
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Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Voters polled on Outstanding 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)]*10	% of votes against on votes polled (7)=[(5)/(2)]*100
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r	Total	5,95,84,302	4,26,76,811	29. L	4,26,76,811		100.00	THE TAX AND ADDRESS OF THE TAX
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	Total	69,97,581	* *	A A	*	*		OTAL
33	E-voting	2,89,26,257	59,64,279	20.02	3112765	69121	12.66	
Non	1 0d		39,176	6.135	38.616	3,566	(4.89)	
institutions	Postai							
	Ballot (if							
	Applicable)							
	Total	2,89,26,257	60,03,455	20.73	59,82,720	20,735	59.66	0.35
Access to the second se		8 22 6	4.86,80.266	60	4,86,59,531	20,735	98.88	*00

* Includes shares transferred by way of phodge to pool account of the Lender.

ITEM No. 4: To Consider and approve Material Related Party Transactions between the Company and Colour Yellow Productions Private Limited:

Resolution requ	Resolution required: (Ordinary / Special)	pecial	Ordinary Resolution	S. S		Manager County of the County o	The second secon	Park - Challe
Whether prominerested in the	Whether promoter/ promoter group are nterested in the agenda/resolution?	up are	, Ç					4644
A 98 a P. C.	Category Mode of Voting	No. of Shares Held	No. of Your	% of Voters polled on Outstanding	No. of Votes in Favour (A1	No. of Votes against	Votes in favour	% of votes against on votes polled
				Shares (3) = (2)/(1) *100			more de la composición del composición de la com	(7)=[(2)/(2)
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0.500	1012	5,95,84,302	\$1.00 miles and the second of	e e	We do	effective and the second of th	ì	The Company
	E-voting.	69,97,581	to a	A STATE OF THE STA	St.	*		
Institution	A CONTRACTOR OF THE PROPERTY O	and the state of t	And the second s	St. of transfer on the property of the St. Company of the St. of t	and the second s	And the second control of the second control	4	
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The graph property of		69,97,581		The experimental and according to the control of th	and the second s		* * * * * * * * * * * * * * * * * * *	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Public	E-voling	2,89,26,25	59,64,279	20.62	57,28,380	2,35,899	945,04	3.96
2	years and a second seco		39,176	0.13	35,610	3,566	68'06	070
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		2,89,26,257	60,03,455	26.73	57,63,990	2,39,465	96.01	3,99
consension of the consension o		9,55,08,140	254/20/09	06.29	57,63,396	2,39,465	96.01	80%

* includes shares transferred by way of pledge to post account of the Lender.

H. All the aforesaid resolutions were passed with requisite majority.

I. As requested by the management, I am submitting herewith a consolidated report on the results of remate a-voting together with the results of voting through Physical Ballot forms and e-voting at the AGM.

For SG & Associates., Yours Faithfully, Thanking You,

Suhas Ganpule Proprietor

CP No. 5722

Place: Mumbai

Date: 27th September, 2019

For Eros International Media Limited

Chairman/Authorised Signatory Place; MUMBA1 Date: 27th:September 2019

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