August 14, 2014

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

Dear Sir(s),

Sub: Outcome of Board Meeting held on August 14, 2014
Ref: BSE Script Code: 533261; NSE Script Code: EROSMEDIA

With respect to the Board meeting of the Company held today i.e. August 14, 2014, kindly note the following outcome:

1. Pursuant to Clause 41 of the listing agreement, we are pleased to submit herewith the Quarterly Unaudited Financial Results for the quarter ended June 30, 2014 together with the limited review report which was considered and approved by the Board at their meeting held on August 14, 2014. You are requested to take on record the above financial results for your reference and record.

2. As per Clause 36 of the Listing Agreement, it may please be noted that the Company has been assigned rating from ICRA as follows:

Facility	Rating Agency	Rating	Amount	Rating Indication
Non Convertible Debenture (NCD's) issue	ICRA	AA- (Double A minus for the long-term credit) and A1+ (A one plus for the Short term credit)	Rs.750 cr	Stable Outlook

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

3. In furtherance to the rating assigned above, the Board of Directors of the Company have approved the issue of secured, redeemable, taxable non convertible debentures under private placements upto Rs. 750 crores.

We request you to please take note of the above.

Thanking You

Yours faithfully

For Eros International Media Limited

Kamal Kumar Jain
Group Chief Financial Officer (India)

Encl: - As stated above

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

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
16th Floor, Tower II
Indiabulls Finance Centre
S B Marg, Elphinstone (W)
Mumbai 400013
India

T +91 22 6626 2600
F +91 22 6626 2601

Review Report

To the Board of Directors of *Eros International Media Limited*

1. We have reviewed the accompanying statement of unaudited financial results ("the Statement") of **Eros International Media Limited** ("the Company") for the quarter ended **30 June 2014** except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Walker Chandiok & Co LLP

For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No: 001076N/N500013

per **Adi P. Sethna**
Partner
Membership No. 108840

Place: Mumbai
Date: 14 August 2014

Walker Chandiok & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Eros International Media Limited

Regd. Office : 201 Kailash Plaza, Plot No A-12, Opp Laxmi Industrial Estate, Link Road, Andheri (W), Mumbai 400053

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2014

(₹ in lacs, except per share data)

	Particulars	Quarter ended 30 June 2014 (Unaudited)	Quarter ended 31 March 2014 (Unaudited)	Quarter ended 30 June 2013 (Unaudited)	Year ended 31 March 2014 (Audited)
1	**Income from operations**				
	Net sales/income from operations	20,073	28,097	14,100	85,712
	Total income from operations (net)	**20,073**	**28,097**	**14,100**	**85,712**
2	**Expenses**				
a)	Purchases/operating expenses	14,191	18,729	9,289	57,279
b)	Changes in inventories of finished goods	(3)	305	55	487
c)	Employee benefits expense	725	604	600	2,514
d)	Depreciation expense	148	118	118	476
e)	Other expenses (net)	346	1,230	769	3,388
	Total expenses	**15,407**	**20,986**	**10,831**	**64,144**
3	**Profit from operations before other income, finance costs and exceptional items** (1-2)	**4,666**	**7,111**	**3,269**	**21,568**
4	Other income (net of reversals)	186	(450)	596	217
5	**Profit from ordinary activities before finance costs and exceptional items** (3+4)	**4,852**	**6,661**	**3,865**	**21,785**
6	Finance costs (net)	937	1,452	462	3,271
7	**Profit from ordinary activities after finance cost but before exceptional items** (5-6)	3,915	5,209	3,403	18,514
8	Exceptional items	-	-	-	
9	**Profit from ordinary activities before tax** (7-8)	**3,915**	**5,209**	**3,403**	**18,514**
10	Tax expense	1,471	1,755	1,367	7,147
11	**Profit from ordinary activities after tax** (9-10)	**2,444**	**3,454**	**2,036**	**11,367**
12	Extraordinary items	-	-	-	
13	**Net profit for the period** (11-12)	**2,444**	**3,454**	**2,036**	**11,367**
14	Paid up equity share capital (Face value of ₹ 10 each)	9,207	9,197	9,192	9,197
15	Reserves excluding revaluation reserve				80,104
16.i	Earnings per share (EPS)(before extraordinary items) (of ₹ 10 each) (not annualised)				
	Basic	2.66	3.76	2.21	12.36
	Diluted	2.64	3.74	2.21	12.31
16.ii	Earnings per share (EPS)(after extraordinary items) (of ₹ 10 each) (not annualised)				
	Basic	2.66	3.76	2.21	12.36
	Diluted	2.64	3.74	2.21	12.31
17	Public shareholding				
	Number of shares	23,233,315	23,139,900	23,088,050	23,139,900
	Percentage of shareholding	25.24%	25.17%	25.12%	25.17%
18	Promoters and promoter group shareholding				
	a) Pledged / encumbered				
	- Number of shares	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total share capital of the company)	Nil	Nil	Nil	Nil
	b) Non-encumbered				
	- Number of shares	68,833,290	68,833,290	68,833,290	68,833,290
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100%	100%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	74.76%	74.83%	74.88%	74.83%

Notes :

1 The accompanying statement of unaudited financial results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 14 August 2014 and has been subjected to a limited review by the statutory auditors of the Company.

2 The financial results for the quarter ended 30 June 2014 have been prepared on the basis of accounting policies followed in the preparation of annual financial statements for the year ended 31 March 2014.

3 Figures of the quarter ended March 2014 are the balancing figures between audited figures in respect of the year ended 31 March 2014 and the published unaudited figures for the year to date 31 December 2013 of the financial year ended 31 March 2014.

4 The Company operates on a single reportable segment, which is co-production, acquisition and distribution of Indian language films in multiple formats, being governed by similar risks and returns, forming the primary business segment. Accordingly, no segment information within the meaning of Accounting standard 17 – 'Segment reporting' has been submitted as a part of the quarterly financial results presented.

5 Operating expenses include all direct costs such as film rights related cost, printing and publicity costs as well as marketing and other related costs.

6 Status of Investor complaints (Nos): Opening as at 1 April 2014 (Nil), received during the quarter (Nil), disposed during the quarter (Nil), remaining unresolved as at 30 June 2014 (Nil).

7 The Company's financial results for any period fluctuate due to film release schedules which take into account holidays and festivals in India and elsewhere, competitor film releases and sporting events.

8 Effective 1 April 2014, the Company has charged depreciation on tangible assets based on their revised useful lives as stated in Schedule II of the Companies Act, 2013. Due to the above, pre-tax depreciation charge for the quarter ended 30 June 2014 is higher by ₹ 49.50 lacs. Further due to transitional provisions contained in Note 7(b) of Schedule II, an amount of ₹ 64.79 lacs (pre-tax) has been adjusted to retained earnings as of 1 April 2014.

9 On 9 June 2014, the Company executed a term sheet to acquire controlling stake in Universal Power Systems Private Limited, a company in mobile Value Added Services that has billing integration in place with major telecom operators in India, trading by the name Techzone. The transaction is expected to conclude within 90 days of such date subject to conditions precedent, and finalisation of the percentage of holdings along with purchase consideration.

10 There have been no material events subsequent to the end of the reporting period that would need to be reflected in the above results or disclosed under the Notes.

11 Previous period figures have been regrouped or reclassified, wherever necessary.

For and on behalf of Board of Directors

Place: Mumbai
Date: 14 August 2014

Mr Sunil Lulla
Executive Vice Chairman and Managing Director

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS MUMBAI

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
16th Floor, Tower II
Indiabulls Finance Centre
S B Marg, Elphinstone (W)
Mumbai 400013
India

T +91 22 6626 2600
F +91 22 6626 2601

Review Report

To the Board of Directors of *Eros International Media Limited*

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("the Statement") of ***Eros International Media Limited*** ("the Company") and its subsidiaries (collectively referred to as "the Group") for the quarter ended **30 June 2014** except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Based on our review conducted as above and upon consideration of reports of other auditors, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.



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4. We did not review the interim financial results of eleven subsidiaries and step down subsidiaries, included in the Statement, whose interim financial results reflect total revenues (after eliminating intra-group transactions) of ₹ 4,202.36 lacs, net profit after tax and prior period items (after eliminating intra-group transactions) of ₹ 1,137.71 lacs for the quarter ended 30 June 2014. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us and our opinion in respect thereof is based solely on the review reports of such other auditors. Our review report is not qualified in respect of this matter.

Walker Chandiok & Co LLP

For Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
Chartered Accountants
Firm Registration No: 001076N/N500013

per **Adi P. Sethna**
Partner
Membership No: 108840

Place: Mumbai
Date: 14 August 2014

Eros International Media Limited

Regd. Office : 201 Kailash Plaza, Plot No A-12, Opp Laxmi Industrial Estate, Link Road, Andheri (W), Mumbai 400053

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2014

(₹ in lacs, except per share data)

	Particulars	Quarter ended 30 June 2014 (Unaudited)	Quarter ended 31 March 2014 (Unaudited)	Quarter ended 30 June 2013 (Unaudited)	Year ended 31 March 2014 (Audited)
1	**Income from operations**				
	Net sales/income from operations	24,149	31,462	18,632	113,466
	Total income from operations (net)	**24,149**	**31,462**	**18,632**	**113,466**
2	**Expenses**				
a)	Purchases/operating expenses	17,046	21,724	13,093	76,768
b)	Changes in inventories of finished goods	(5)	316	45	557
c)	Employee benefits expense	785	679	673	2,820
d)	Depreciation expense	155	125	125	502
e)	Other expenses (net)	487	1,387	872	3,346
	Total expenses	**18,468**	**24,231**	**14,808**	**83,993**
3	**Profit from operations before other income, finance costs and exceptional items** (1-2)	5,681	7,231	3,824	29,473
4	Other income (net of reversals)	312	(430)	789	498
5	**Profit from ordinary activities before finance costs and exceptional items** (3+4)	**5,993**	**6,801**	**4,613**	**29,971**
6	Finance costs (net)	937	1,454	461	3,274
7	**Profit from ordinary activities after finance costs but before exceptional items** (5-6)	5,056	5,347	4,152	26,697
8	Exceptional items	-	-	-	
9	**Profit from ordinary activities before tax** (7-8)	**5,056**	**5,347**	**4,152**	**26,697**
10	Tax expense	1,471	1,429	1,350	7,370
11	**Profit from ordinary activities after tax** (9-10)	**3,585**	**3,918**	**2,802**	**19,327**
12	Extraordinary items	-	-	-	-
13	**Net profit for the period** (11-12)	**3,585**	**3,918**	**2,802**	**19,327**
14	Share of profit / (loss) of associates	-	-	-	-
15	Minority interest	1	(222)	(132)	(642)
16	**Net profit after taxes, minority interest and share of profit / (loss) of associates**	**3,584**	**4,140**	**2,934**	**19,969**
17	Paid up equity share capital (Face value of ₹ 10 each)	9,207	9,197	9,192	9,197
18	Reserves excluding revaluation reserve				111,665
19.i	Earnings per share (EPS) (before extraordinary items) (of ₹ 10 each) (not annualised)				
	Basic	3.90	4.50	3.19	21.72
	Diluted	3.88	4.48	3.19	21.63
19.ii	Earnings per share (EPS) (after extraordinary items) (of ₹ 10 each) (not annualised)				
	Basic	3.90	4.50	3.19	21.72
	Diluted	3.88	4.48	3.19	21.63
20	Public shareholding				
	Number of shares	23,233,315	23,139,900	23,088,050	23,139,900
	Percentage of shareholding	25.24%	25.17%	25.12%	25.17%
21	Promoters and promoter group shareholding				
	a) Pledged / encumbered				
	- Number of shares	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total share capital of the company)	Nil	Nil	Nil	Nil
	b) Non-encumbered				
	- Number of shares	68,833,290	68,833,290	68,833,290	68,833,290
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	74.76%	74.83%	74.88%	74.83%

Notes :

1 The accompanying statement of unaudited consolidated financial results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 14 August 2014 and has been subjected to a limited review by the statutory auditors of the Company.

2 The financial results for the quarter ended 30 June 2014 have been prepared on the basis of accounting policies followed in the preparation of annual financial statements for the year ended 31 March 2014.

3 Figures of the quarter ended March 2014 are the balancing figures between audited figures in respect of the year ended 31 March 2014 and the published unaudited figures for the year to date 31 December 2013 of the financial year ended 31 March 2014.

4 The consolidated financial results have been prepared in accordance with the principles and procedures for the preparation and presentation of consolidated accounts as set out in the Accounting Standard 21, 'Consolidated financial statements', issued by the Institute of Chartered Accountants of India.

5 The Group operates on a single reportable segment, which is co-production, acquisition and distribution of Indian language films in multiple formats, being governed by similar risks and returns, forming the primary business segment. Accordingly, no segment information within the meaning of Accounting standard 17 – 'Segment reporting' has been submitted as a part of the quarterly financial results presented.

6 Operating expenses include all direct costs such as film rights related cost, printing and publicity costs as well as marketing and other related costs.

7 Status of Investor complaints (Nos): Opening as at 1 April 2014 (Nil), received during the quarter (Nil), disposed during the quarter (Nil), remaining unresolved as at 30 June 2014 (Nil).

8 The Group's financial results for any period fluctuate due to film release schedules which take into account holidays and festivals in India and elsewhere, competitor film releases and sporting events.

9 Effective 1 April 2014, the Company and its Indian subsidiaries have charged depreciation on tangible assets based on their revised useful lives as stated in Schedule II of the Companies Act, 2013. Due to the above, pre-tax depreciation charge for the quarter ended 30 June 2014 is higher by ₹ 50.74 lacs. Further due to transitional provisions contained in Note 7(b) of Schedule II, an amount of ₹ 79.38 lacs (pre-tax) has been adjusted to retained earnings as of 1 April 2014.

10 On 9 June 2014, the Company executed a term sheet to acquire controlling stake in Universal Power Systems Private Limited, a company in mobile Value Added Services that has billing integration in place with major telecom operators in India, trading by the name Techzone. The transaction is expected to conclude within 90 days of such date subject to conditions precedent, and finalisation of the percentage of holdings along with purchase consideration.

11 There have been no material events subsequent to the end of the reporting period that would need to be reflected in the above results or disclosed under the Notes.

12 Previous period figures have been regrouped or reclassified, wherever necessary.

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

For and on behalf of Board of Directors

Mr Sunil Lulla
Executive Vice Chairman and Managing Director

Place: Mumbai
Date: 14 August 2014

WALKER CHANDIOK & Co LLP CHARTERED ACCOUNTANTS MUMBAI