September 27, 2014

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

Sir,

Sub: **Outcome of the Annual General Meeting – Clause 35 A of the Listing Agreement**

This is to inform that the 20th Annual General Meeting of the Company was held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400 053.

Please find enclosed disclosure pursuant to Clause 35 A of the Listing Agreement pertaining to outcome of the AGM.

This is for your information and record.

Thanking you

Yours faithfully,
For Eros International Media Limited

Dimple Mehta
Company Secretary and Compliance Officer

In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 20th Annual General Meeting of the Company are furnished below:

- Date of the AGM : 25th September 2014

- Total number of shareholders on record date : 27,555
  (i.e. 22nd August 2014 – cut off date for e-voting purpose)

- No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	2
Public	65

- No. of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group	Not Arranged
Public	

- Mode of voting: Show of hands/Poll/Postal ballot/E-voting
- Details of the Agenda

  The following business was transacted by the shareholders:

  In case of Poll/Postal ballot/E-voting:

  Resolution 1: To receive, consider and adopt the audited financial statements of the Company for the year ended 31 March, 2014, together with the Reports of the Board of Directors and Auditors thereon

  Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	89,53,169	52.36	89,53,169	0	100	0
Public – Others	62,93,949	21,287	0.3382	21,099	188	99.11	0.88
Total	9,22,27,847	77,80,746	84.36	7,78,00,558	188	99.99	0.00

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

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

Resolution 2: To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation at this Annual General meeting and being eligible, has offered himself for re-appointment

Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	9032606	52.82	16,01,357	72,31,249	19.94	80.06
Public – Others	62,93,949	21237	0.32	21048	189	99.11	0.89
Total	9,22,27,847	7,78,80,133	84.44	7,06,48,695	72,31,438	90.71	9.29

% of votes in favour of the resolution: 90.71%

% of votes against the resolution: 9.29%

Based on the above, the Resolution has been passed with requisite majority.

Resolution 3: To reappoint M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration No.001076N), as Auditors and to fix their remuneration

Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	90,32,606	0	100	0
Public – Others	62,93,949	21237	0.33	20998	239	98.87	1.13
Total	9,22,27,847	7,78,80,133	84.44	7,78,79,894	239	99.99	0.00

% of votes in favour of the resolution: 99.99 %

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Resolution 4: Appointment of Mr. Naresh Chandra as an Independent Director of the Company

Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of Votes In favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	87,81,249	51.35	83,19,741	4,61,508	94.74	5.26
Public – Others	62,93,949	21237	0.33	21005	232	98.91	1.09
Total	9,22,27,847	7,76,28,776	84.17	7,71,67,036	4,61,740	99.40	0.60

% of votes in favour of the resolution: 99.40%

% of votes against the resolution: 0.60%

Based on the above, the Resolution has been passed with requisite majority.

Resolution 5: Appointment of Mr. Dhirendra Swarup as an Independent Director of the Company

Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of Votes In favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	9032606	52.82	90,32,606	0	100	0
Public – Others	62,93,949	21237	0.33	21,048	189	99.11	0.89
Total	9,22,27,847	77880134	84.44	77,67,944	189	99.99	0.00

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Resolution 6: Appointment of Dr. Shankar Nath Acharya as an Independent Director of the Company

Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	8571098	4,61,508	94.89	5.11
Public – Others	62,93,949	21237	0.34	20963	274	98.71	1.29
Total	9,22,27,847	7,78,80,133	84.44	7,74,18,351	4,61,782	99.40	0.60

% of votes in favour of the resolution: 99.40%

% of votes against the resolution: 0.60%

Based on the above, the Resolution has been passed with requisite majority.

Resolution 7: Payment of remuneration to Mr. Kishore Lulla, Executive Director of the Company for a period of three years

Resolution required: Special

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	90,06,199	26,407	99.71	0.00
Public – Others	62,93,949	21,237	0.34	20,865	372	98.25	1.75
Total	9,22,27,847	7,78,80,133	84.44	7,78,53,354	26,779	99.97	0.03

% of votes in favour of the resolution: 99.97%

% of votes against the resolution: 0.03%

Based on the above, the Resolution has been passed with requisite majority.

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Resolution 8: Increase in borrowing limits of the Company upto Rs. 2000 crores

Resolution required: Special

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	87,81,249	51.35	87,81,249	0	100	0
Public – Others	62,93,949	21237	0.34	20,959	278	98.69	1.31
Total	9,22,27,847	7,76,28,776	84.17	7,76,28,498	278	99.99	0

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.

Resolution 9: Creation of Charges on the moveable and immoveable properties of the Company, both present and future, in respect of borrowings

Resolution required: Special

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	90,32,606	0	100	0
Public – Others	62,93,949	21237	0.33	20,749	488	97.70	2.30
Total	9,22,27,847	7,78,60,133	84.44	7,78,79,645	488	99.99	0

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Resolution 10: Offer and Issue of Non-Convertible Debentures under Private Placement upto Rs. 750 crores

Resolution required: Special

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	90,32,606	0	100	0
Public – Others	62,93,949	21237	0.00	21052	185	99.13	0.87
Total	9,22,27,847	7,78,80,133	84.44	7,78,79,948	185	99.99	0.00

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Bankim Mehta & Associates
Company Secretaries

Scrutinizer's Report

To,

The Chairman,

Of 20th Annual General Meeting of Shareholders of **Eros International Media Limited**, to be held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053.

Dear Sir,

Re: **Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and scrutinizing the physical ballot forms received from the shareholders who do not avail of e-voting.**

I, Bankim Mehta, proprietor of M/s. Bankim Mehta & Associates, Practicing Company Secretary appointed as Scrutinizer to conduct the voting by way of electronic means (e-voting) in accordance with section 108 of Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 20th Annual General Meeting (AGM) of the Company to be held on September 25, 2014.

1. Pursuant to the Section 101, 108 of the Act and 3(1) of Rules 20 of Companies (Management & Administration) Rules, 2014, the Electronic copy of the Notice convening the 20th Annual General Meeting of the Company and the Annual Report and Statement setting out material facts under section 102 of the Act along with the process of e-voting and the Attendance Slip and Proxy Form was sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 20th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance Slip and Proxy forms was sent to the members in the permitted mode.

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BANKIM MEHTA & ASSOCIATES MUMBAI

B-304, Jai Chitrakoot Soc, Kulupwadi, Borivali (E), Mumbai-400066.
E: contact@bmassociates.in W: bmassociates.in

2. The notice convening the meeting was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting system, provided by Central Depository Services (India) Limited (CDSL). The Company has also provided voting by physical ballot papers to the members who do not avail of e-voting facility.

3. The shareholders of the Company holding shares as on the "Cut Off date" of 22nd August, 2014 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 10 in the notice of the 20th Annual General Meeting of the Company.

4. The public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in The Free Press Journal, English newspaper of wide circulation and Nav Shakti, vernacular newspaper on the September 2, 2014.

5. The e-voting period commenced on Friday at 9.00 a.m. (IST) on September 19, 2014 and ended on Saturday, 6.00 p.m. (IST) on September 20, 2014.

6. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, at 6.00 p.m. (IST) on September 20, 2014, the CDSL portal was blocked for voting.

7. The votes cast were unblocked in the presence of two witnesses viz., Mr. Manish G Varma and Mr. Rahul Karnik on Monday, September 22, 2014, who are not in the employment of the Company.

8. The results of e-voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of CDSL.

9. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

10. I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received, respectively.

11. I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions:



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A. RESOLUTION NO. 1 - ORDINARY RESOLUTION

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	52	7,77,99,699	--
Physical	19	694	--
Total	**71**	**7,78,00,393**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	83	--
Physical	3	105	--
Total	**5**	**188**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	1	79,437
Physical	3	87
Total	**4**	**79,524**

BANTI MEHTA & ASSOCIATES MUMBAI

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B. RESOLUTION NO. 2 – ORDINARY RESOLUTION

To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation at this Annual General meeting and being eligible, has offered himself for re-appointment.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	34	7,06,47,887	--
Physical	18	644	--
Total	**52**	**7,06,48,531**	**90.72**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	21	72,31,332	--
Physical	3	105	--
Total	**24**	**72,31,437**	**9.28**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	**4**	**137**

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BAIJU MEHTA & ASSOCIATES MUMBAI

C. RESOLUTION NO. 3 – ORDINARY RESOLUTION

To reappoint M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration No. 001076N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the AGM to be held in the calendar year 2017, on such remuneration as may be fixed by the Board of Directors.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	51	7,78,79,053	--
Physical	19	684	--
Total	**70**	**7,78,79,781**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	166	--
Physical	2	65	--
Total	**6**	**231**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	**4**	**137**

BAIJU MEHTA & ASSOCIATES MUMBAI

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D. RESOLUTION NO. 4 – SPECIAL RESOLUTION

Appointment of Mr. Naresh Chandra (DIN 00015833) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	45	7,71,66,228	--
Physical	18	644	--
Total	**63**	**7,71,66,872**	**99.41**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	4,61,634	--
Physical	3	105	--
Total	**9**	**4,61,739**	**0.59**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	4	2,51,357
Physical	4	137
Total	**8**	**2,51,494**

BAKSHI MEHTA & ASSOCIATES MUMBAI

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E. RESOLUTION NO. 5 - SPECIAL RESOLUTION

Appointment of Mr. Dhirendra Swarup (DIN 02878434) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	53	7,78,79,136	--
Physical	18	644	--
Total	**73**	**7,78,79,780**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	83	--
Physical	3	105	--
Total	**5**	**188**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	**4**	**137**

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BANTI MEHTA & ASSOCIATES MUMBAI

F. RESOLUTION NO. 6 – SPECIAL RESOLUTION

Appointment of Dr. Shankar Nath Acharya (DIN 00033242) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	49	7,74,17,585	--
Physical	17	601	--
Total	**66**	**7,74,18,186**	**99.41**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	4,61,634	--
Physical	4	148	--
Total	**10**	**4,61,782**	**0.59**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	**4**	**137**

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G. RESOLUTION NO. 7 – SPECIAL RESOLUTION

Payment of remuneration and commission to Mr. Kishore Lulla (DIN 02303295) as the Executive Director of the Company for a period of three (3) years

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	49	7,78,52,546	--
Physical	18	644	--
Total	**67**	**7,78,53,190**	**99.97**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	26,673	--
Physical	3	105	--
Total	**9**	**26,778**	**0.03**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	**4**	**137**

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BAIJU M. MEHTA & ASSOCIATES MUMBAI

H. RESOLUTION NO. 8 – SPECIAL RESOLUTION

Increase in borrowing limits upto ₹2000 crores or the aggregate of paid capital and free reserves of the Company, whichever is higher

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	47	7,76,27,696	--
Physical	18	644	--
Total	**65**	**7,76,28,340**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	166	--
Physical	3	105	--
Total	**7**	**271**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	4	2,51,357
Physical	4	137
Total	**8**	**2,51,494**

BARKHA MEHTA & ASSOCIATES MUMBAI

I. **RESOLUTION NO. 9 - SPECIAL RESOLUTION**

Creation of Charges on the movable and immoveable properties of the Company, both present and future, in respect of borrowings

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	52	7,78,78,886	--
Physical	18	601	--
Total	**70**	**7,78,79,487**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	3	333	--
Physical	4	148	--
Total	**7**	**481**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	**4**	**137**

BANK M. MEHTA & ASSOCIATES MUMBAI

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J. RESOLUTION NO. 10 - SPECIAL RESOLUTION

Offer and issue of Non-Convertible Securities under Private Placement upto ₹ 750 crores

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	55	7,78,79,219	--
Physical	16	571	--
Total	**71**	**7,78,79,790**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0.00	0.00	--
Physical	5	178	--
Total	**5**	**178**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	**4**	**137**

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BATLIBOI MEHTA & ASSOCIATES MUMBAI

The Register, all other papers and relevant records relating to e-voting and physical ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 20th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

For Bankim Mehta & Associates
Company Secretaries

BANKIM MEHTA & ASSOCIATES MUMBAI

Bankim Mehta
Proprietor

ACS No. 18248
C. P. No. 8959

Place: Mumbai
Date: 22.09.2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Services Limited, (CDSL) (https://www.evoting.nsdl.com/) in our presence on 20th September, 2014 at the office of the Scrutinizer.

Manish G Varma

Address: 36, 4th Floor, Western India House, Sir P.M. Road, Fort, Mumbai-400001.

Rahul Karnik

Address: 36, 4th Floor, Western India House, Sir P.M. Road, Fort, Mumbai-400001.

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Of 20th Annual General Meeting of the Equity Shareholders of **Eros International Media Limited**, held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053.

Dear Sir,

I, Bankim Mehta, proprietor of M/s. Bankim Mehta & Associates, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 20th Annual General Meeting of the Equity Shareholders of **Eros International Media Limited**, to be held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



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4. The result of the Poll is as under:

ORDINARY RESOLUTION NO. 1

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
16	165	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0.00	0.00	0.00

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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BANTI MEHTA & ASSOCIATES MUMBAI

ORDINARY RESOLUTION NO. 2

To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation at this Annual General meeting and being eligible, has offered himself for re-appointment.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	164	99.40

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	1	0.60

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

BATLIBOI NEHTA & ASSOCIATES MUMBAI

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ORDINARY RESOLUTION NO. 3

To reappoint M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration No. 001076N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the AGM to be held in the calendar year 2017, on such remuneration as may be fixed by the Board of Directors.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
14	157	95.15

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	8	4.85

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 4

Appointment of Mr. Naresh Chandra (DIN 00015833) as an Independent Director

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	164	99.40

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	1	0.60

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 5

Appointment of Mr. Dhirendra Swarup (DIN 02878434) as an Independent Director

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	164	99.60

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	1	0.40

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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BAIJU M. MEHTA & ASSOCIATES MUMBAI

SPECIAL RESOLUTION NO. 6

Appointment of Dr. Shankar Nath Acharya (DIN 00033242) as an Independent Director

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
16	165	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0.00	0.00	0.00

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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BAIJU M. MEHTA & ASSOCIATES MUMBAI

SPECIAL RESOLUTION NO. 7

Payment of remuneration and commission to Mr. Kishore Lulla (DIN 02303295) as the Executive Director of the Company for a period of three (3) years

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	164	99.60

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	1	0.40

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632



SPECIAL RESOLUTION NO. 8

Increase in borrowing limits upto ₹2000 crores or the aggregate of paid capital and free reserves of the Company, whichever is higher

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	158	95.76

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	7	4.24

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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BANSI MEHTA & ASSOCIATES MUMBAI

SPECIAL RESOLUTION NO. 9

Creation of Charges on the movable and immoveable properties of the Company, both present and future, in respect of borrowings

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	158	95.76

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	7	4.24

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 10

Offer and issue of Non-Convertible Securities under Private Placement upto ₹ 750 crores

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	158	95.76

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	7	4.24

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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BATLIBOI & MEHTA & ASSOCIATES MUMBAI

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

BANKIM MEHTA & ASSOCIATES MUMBAI

Scrutinizer

Name: Mr. Bankim Mehta

Practising Company Secretary

ACS No. 18248
C. P. No. 8959

Place: Mumbai
Date: 25.09.2014

Combined Scrutinizer's Report

To,

The Chairman,

Of 20th Annual General Meeting of Shareholders of **Eros International Media Limited**, held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053.

Dear Sir,

Re: **Combined Scrutinizer's Report on E-voting, Physical ballot forms received from the shareholders who do not avail of e-voting and Poll.**

I, Bankim Mehta, proprietor of M/s. Bankim Mehta & Associates, Practicing Company Secretary appointed as Scrutinizer for the purpose of e-voting, ballot received by post and poll taken on the below mentioned resolution(s), at the 20th Annual General Meeting ('AGM') of the Equity Shareholders of **Eros International Media Limited**, held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053, submit our report as under:

1. The Board of Directors of the Company have appointed Mr. Bankim Mehta as Scrutinizer for the e-voting process and for the Physical ballot forms received from the shareholders. The E-voting was concluded on September 20, 2014 at 6.00 p.m. (IST), for further details kindly refer to Scrutinizer's report dated September 22, 2014, attached herewith.

2. The Company has also given the option of voting through Ballot by post to facilitate the Members who could not participate in the e-voting or who could not present for the meeting. The voting through Postal Ballot was concluded on September 20, 2014 at 6.00 p.m. (IST), for further details kindly refer to Scrutinizer's report dated September 22, 2014, attached herewith.

3. At the 20th AGM of the Company held on 25th September, 2014, the Chairman of the Company had, as statutorily required, called for a Poll to facilitate the Members present in the meeting who could not participate in the E-Voting and Postal Ballot to record their votes through the Poll process. For further details kindly refer to Scrutinizer Report in Form No. MGT-14 dated 25th September, 2014 attached herewith.

4. Results of the E-voting/Postal Ballot together with that of the Poll is as under:

BANKIM MEHTA & ASSOCIATES MUMBAI

B-304, Jai Chitrakoot Soc, Kulupwadi, Borivali (E), Mumbai-400066.
E: contact@bmassociates.in W: bmassociates.in

A. RESOLUTION NO. 1 - ORDINARY RESOLUTION

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	52	7,77,99,699	--
Physical	19	694	--
AGM Poll	16	165	--
Total	**87**	**7,78,00,558**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	83	--
Physical	3	105	--
AGM Poll	0.00	0.00	--
Total	**5**	**188**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	1	79,437
Physical	3	87
AGM Poll	12	1,53,632
Total	**16**	**2,33,156**

BHAVNA MEHTA & ASSOCIATES MUMBAI

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B. RESOLUTION NO. 2 - ORDINARY RESOLUTION

To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation at this Annual General meeting and being eligible, has offered himself for re-appointment.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	34	7,06,47,887	--
Physical	18	644	--
AGM Poll	15	164	--
Total	**67**	**7,06,48,695**	**90.71**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	21	72,31,332	--
Physical	3	105	--
AGM Poll	1	1	--
Total	**25**	**72,31,438**	**9.29**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	**16**	**1,53,769**

BATLIBOI & PUROHIT MEHTA & ASSOCIATES MUMBAI

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C. RESOLUTION NO. 3 - ORDINARY RESOLUTION

To reappoint M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration No. 001076N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the AGM to be held in the calendar year 2017, on such remuneration as may be fixed by the Board of Directors.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	51	7,78,79,053	--
Physical	19	684	--
AGM Poll	14	157	--
Total	**84**	**7,78,79,894**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	166	--
Physical	2	65	--
AGM Poll	2	8	--
Total	**8**	**239**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	**16**	**1,53,769**

BANMALI MEHTA & ASSOCIATES MUMBAI

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D. RESOLUTION NO. 4 - SPECIAL RESOLUTION

Appointment of Mr. Naresh Chandra (DIN 00015833) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	45	7,71,66,228	--
Physical	18	644	--
AGM Poll	15	164	--
Total	**78**	**7,71,67,036**	**99.40**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	4,61,634	--
Physical	3	105	--
AGM Poll	1	1	--
Total		**4,61,740**	**0.60**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	4	2,51,357
Physical	4	137
AGM Poll	12	1,53,632
Total	**20**	**4,05,126**

SANJAY MEHTA & ASSOCIATES MUMBAI

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E. **RESOLUTION NO. 5 - SPECIAL RESOLUTION**

Appointment of Mr. Dhirendra Swarup (DIN 02878434) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	53	7,78,79,136	--
Physical	18	644	--
AGM Poll	15	164	--
Total	**86**	**7,78,79,944**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	83	--
Physical	3	105	--
AGM Poll	1	1	--
Total	**6**	**189**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	**16**	**1,53,769**

BAANI M MEHTA & ASSOCIATES MUMBAI

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F. **RESOLUTION NO. 6 – SPECIAL RESOLUTION**

Appointment of Dr. Shankar Nath Acharya (DIN 00033242) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	49	7,74,17,585	--
Physical	17	601	--
AGM Poll	16	165	--
Total	**82**	**7,74,18,351**	**99.40**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	4,61,634	--
Physical	4	148	--
AGM Poll	0.00	0.00	--
Total	**10**	**4,61,782**	**0.60**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	**16**	**1,53,769**

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BATLIBOI & MEHTA & ASSOCIATES MUMBAI

G. RESOLUTION NO. 7 - SPECIAL RESOLUTION

Payment of remuneration and commission to Mr. Kishore Lulla (DIN 02303295) as the Executive Director of the Company for a period of three (3) years

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	49	7,78,52,546	--
Physical	18	644	--
AGM Poll	15	164	--
Total	**82**	**7,78,53,354**	**99.97**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	26,673	--
Physical	3	105	--
AGM Poll	1	1	--
Total	**10**	**26,779**	**0.03**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	**16**	**1,53,769**

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BHAYANI MEHTA & ASSOCIATES MUMBAI

H. RESOLUTION NO. 8 - SPECIAL RESOLUTION

Increase in borrowing limits upto ₹2000 crores or the aggregate of paid capital and free reserves of the Company, whichever is higher

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	47	7,76,27,696	--
Physical	18	644	--
AGM Poll	15	158	--
Total	**80**	**7,76,28,498**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	166	--
Physical	3	105	--
AGM Poll	1	7	--
Total	**8**	**278**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	4	2,51,357
Physical	4	137
AGM Poll	12	1,53,632
Total	**20**	**4,05,126**



I. RESOLUTION NO. 9 – SPECIAL RESOLUTION

Creation of Charges on the movable and immoveable properties of the Company, both present and future, in respect of borrowings

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	52	7,78,78,886	--
Physical	18	601	--
AGM Poll	15	158	--
Total	**85**	**7,78,79,645**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares).	% of total number of valid votes cast
E-voting	3	333	--
Physical	4	148	--
AGM Poll	1	7	--
Total	**8**	**488**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	**16**	**1,53,769**

BAJAJ MEHTA & ASSOCIATES MUMBAI

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J. **RESOLUTION NO. 10 - SPECIAL RESOLUTION**

Offer and issue of Non-Convertible Securities under Private Placement upto ₹ 750 crores

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	55	7,78,79,219	--
Physical	16	571	--
AGM Poll	15	158	--
Total	**86**	**7,78,79,948**	**99.99**

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0.00	0.00	--
Physical	5	178	--
AGM Poll	1	7	--
Total	**6**	**185**	**0.00**

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	**16**	**1,53,769**

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BHANDARI MEHTA & ASSOCIATES MUMBAI

Based on the foregoing, the resolution no(s). **1 to 10 shall be deemed to have been passed with the requisite majority.**

Thanking you,

Yours faithfully,

BANKIM MEHTA & ASSOCIATES MUMBAI

Scrutinizer

Name: Mr. Bankim Mehta

Practising Company Secretary

ACS No. 18248
C. P. No. 8959

Place: Mumbai
Date: 26.09.2014