September 4, 2015

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

Dear Sir,

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

This is to inform that the 21st Annual General Meeting of the Company was held on Thursday, September 3, 2015 at 3.00 p.m. at "The Club", D N Nagar, Andheri West, Mumbai 400053.

Please find enclosed disclosure pursuant to Clause 35A 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**

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Sunil Lulla
Executive Vice Chairman and Managing Director

In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 21st Annual General Meeting of the Company are furnished below:

- Date of the AGM : 3rd September 2015
- Total number of shareholders on record date : 24,350
  (i.e. 28th August 2015 – Record date)
- No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	2
Public	102

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

Promoters and Promoter Group	Not Arranged
Public	

- Mode of voting: 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:

a. **the audited financial statements of the Company for the financial year ended 31 March, 2015, together with the Report of the Directors' and Auditors thereon**

b. **the audited consolidated financial statements of the Company for the financial year ended 31 March, 2015, together with the Report of the 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	68,833,290	47,126,290	68.46	47,126,290	0	100	0
Public – Institutional holders	17,343,281	9,382,076	54.10	9,322,573	59,503	99.37	0.63
Public – Others	7,274,238	1,826,186	25.10	1,826,136	50	100	0.00
Total	93,450,809	58,334,552	62.42	58,274,999	59,553	99.90	0.10

% of votes in favour of the resolution: 99.90%

% of votes against the resolution: 0.10%

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

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: Kailash Plaza, 2nd Floor, Plot No. 12, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.
CIN No. L99999MH1994PLC080502

Resolution 2: To appoint a Director in place of Ms. Jyoti Deshpande (DIN 02303283), who retires by rotation and being eligible, seeks 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	68,833,290	47,126,290	68.46	47,126,290	0	100	0
Public – Institutional holders	17,343,281	9,382,076	54.10	9,312,232	69,844	99.26	0.74
Public – Others	7,274,238	1,826,186	25.10	1,826,096	90	100	0.00
Total	93,450,809	58,334,552	62.42	58,264,618	69,934	99.88	0.12

% of votes in favour of the resolution: 99.88%

% of votes against the resolution: 0.12%

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

Resolution 3: To ratify the appointment of M/s Walker Chandiok & Co LLP, Chartered Accountant, Mumbai (Registration No. – 001076N/N500013) as the Statutory Auditors 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	68,833,290	47,126,290	68.46	47,126,290	0	100	0
Public – Institutional holders	17,343,281	9,382,076	54.10	9,329,466	52,610	99.44	0.56
Public – Others	7,274,238	1,826,186	25.10	1,826,136	50	100	0.00
Total	93,450,809	58,334,552	62.42	58,281,892	52,660	99.91	0.09

% of votes in favour of the resolution: 99.91%

% of votes against the resolution: 0.09%

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

Resolution 4: Appointment of Mr. Rakesh Sood (DIN 07170411) as an Independent Director of the Company for a period of five years consecutive years from the date of this 21st Annual General Meeting

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	68,833,290	47,126,290	68.46	47,126,290	0	100	0
Public – Institutional holders	17,343,281	9,382,076	54.10	9,364,842	17,234	99.82	0.18
Public – Others	7,274,238	1,826,186	25.10	1,826,136	50	100	0.00
Total	93,450,809	58,334,552	62.42	58,317,268	17,284	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.

Resolution 5: Re-appointment of Mr. Sunil Lulla (DIN 00243191) as an Executive Vice Chairman and Managing Director of the Company for a period of five years and payment of remuneration

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	68,833,290	47,126,290	68.46	47,126,290	0	100	0
Public – Institutional holders	17,343,281	9,382,076	54.10	6,754,702	2,627,374	72.00	28.00
Public – Others	7,274,238	1,826,186	25.10	1,362,484	463,702	74.61	25.39
Total	93,450,809	58,334,552	62.42	55,243,476	3,091,076	94.70	5.30

% of votes in favour of the resolution: 94.70%

% of votes against the resolution: 5.30%

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

Resolution 6: Payment of remuneration to Ms. Jyoti Deshpande (DIN 02303283) on her re-appointment as Executive Director

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	68,833,290	47,126,290	68.46	47,126,290	0	100	0
Public – Institutional holders	17,343,281	9,382,076	54.10	9,329,466	52,610	99.44	0.56
Public – Others	7,274,238	1,826,103	25.10	1,826,002	101	100	0.00
Total	93,450,809	58,334,469	62.42	58,281,758	52,711	99.91	0.09

% of votes in favour of the resolution: 99.91%

% of votes against the resolution: 0.09%

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

Resolution 7: Adoption of new set of Articles of Association in substitution and in place of the existing Articles of Association of the Company

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	68,833,290	47,126,290	68.46	47,126,290	0	100	0
Public – Institutional holders	17,343,281	9,382,076	54.10	8,517,312	864,764	90.78	9.22
Public – Others	7,274,238	1,826,186	25.10	1,362,444	463,742	74.61	25.39
Total	93,450,809	58,334,469	62.42	57,006,046	1,328,506	97.72	2.28

% of votes in favour of the resolution: 97.72%

% of votes against the resolution: 2.28%

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

Resolution 8: Approval of payment of Commission to Non Executive Directors (Other than the Managing Director and/ or Whole time Director)

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	68,833,290	47,126,290	68.46	47,126,290	0	100	0
Public – Institutional holders	17,343,281	9,382,076	54.10	9,329,466	52,610	99.44	0.56
Public – Others	7,274,238	1,826,186	25.10	1,826,085	101	100	0.00
Total	93,450,809	58,334,552	62.42	58,281,841	52,711	99.91	0.09

% of votes in favour of the resolution: 99.91%

% of votes against the resolution: 0.09%

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

Resolution 9: Approval of Material Related Party Transaction(s) between the Company and Eros Worldwide FZ LLC, Dubai, Holding Company

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	68,833,290	0	0	0	0	0	0
Public – Institutional holders	17,343,281	9,382,076	54.10	9,382,076	0	100	0
Public – Others	7,274,238	1,826,186	25.10	1,826,096	90	100	0.00
Total	93,450,809	11,208,262	11.99	11,208,172	90	100	0.00

% of votes in favour of the resolution: 100%

% of votes against the resolution: 0%

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

HARESH JANI & ASSOCIATES
COMPANY SECRETARIES
Add. : G-1, Manisha Apt., Gr. Flr., Pushtikar Socy.,
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Contact : 022-26780807

HARESH M. JANI
B COM, FCS, LLB
Email : haresh@hja.legal;
hmjani@gmail.com
Cell No. : 09820128436

To,
Mr. Sunil Lulla,
The Chairman, 21st Annual General Meeting
Eros International Media Limited,
201 Kailash Plaza,
Plot No. A-12, Opp. Laxmi Industrial Estate,
Link Road, Andheri (West),
Mumbai - 400 053.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting, voting by post through ballot papers, and voting by physical ballot forms, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, at the Annual General Meeting of Eros International Media Limited held on Thursday, September 03, 2015, at 3:00 p.m.;

I, Haresh M. Jani of M/s. Haresh Jani & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Eros International Media Limited, to scrutinize the remote e-voting process, voting by ballot papers/forms received through post, and physical ballot process carried out at the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015; on the resolutions as contained in the notice of the Annual General Meeting of Eros International Media Limited held on Thursday, September 03, 2015, at 3:00 p.m.; and ascertaining the requisite majority on the said voting.

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the relevant Rules prescribed in this regard. My responsibility as a Scrutinizer for remote e-voting, voting by post through ballot papers, and physical ballot process is restricted to make a Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized agency to provide e-voting facility engaged by the Company; Physical Ballots received through post, and the physical ballots provided at the Annual General Meeting by the Company/the Registrar & Transfer Agents, Link Intime India Pvt. Ltd.

The Notice dated May 29, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



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The Company had provided the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided facility for voting by physical Ballot forms through post to members who do not have access to remote e-voting facility, and voting facility through ballot papers to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility or by physical Ballot.

The shareholders of the company holding shares as on the "cut-off" date of August 28, 2015 were entitled to vote on the resolutions set out in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, August 31, 2015 at 9:00 a.m. (IST) and ended on Wednesday, September 02, 2015 at 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

Voting by physical ballot forms through post from those shareholders who did not have access to remote e-voting facility, was made available upto the closure of working hours (5:00 p.m.), Wednesday, September 02, 2015.

After the closure of the voting at the Annual General Meeting, the ballot forms were duly opened in my presence and the voting was diligently scrutinized; and the shareholding was confirmed with the Register of Members / the List of Beneficiaries as on August 28, 2015, being the cut-off date, as provided to me by the Registrar & Transfer Agents of the Company. The report on voting done at the meeting was generated in my presence.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Ms. Ashwini Desale and Mrs. Avani Kothari, who are not in the employment of the Company.

All the votes cast through physical ballot forms received by post up to Wednesday, September 02, 2015 were also considered for my scrutiny.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL)e-voting system through Scrutinizer's Access provided to me for the purpose and the ballot forms received respectively.

Based on the above, I now submit my Consolidated Report as under on the results of the remote e-voting, physical ballot forms received through post, and voting at the meeting in respect of the said Resolutions.



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(1) Resolution No. 1: Ordinary Resolution

To Receive, Consider and Adopt:

a) **Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Directors' and Auditors thereon &**
b) **Audited consolidated Financial Statements for the financial year ended March 31, 2015 together with the report of the Auditors thereon.**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	128	58267305	99.90%
Ballot forms by post	18	344	100%
Ballots at AGM	34	7350	100%
Total	**180**	**58274999**	**99.90%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	59553	0.10%
Ballot forms by post	0	0	0.00%
Ballots at AGM	0	0	0.00%
Total	**2**	**59553**	**0.10%**

Note: In the above, 1 shareholder holding total 99872 shares has voted for 40369 shares in favour, and for 59503 shares against the resolution, both of which are considered at respective places.

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	10	172
Total	12	255



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(2) Resolution No. 2: Ordinary Resolution

To Appoint a Director, in place of Ms. Jyoti Deshpande (DIN 02303283) who retires by rotation and being eligible, offers herself for re-appointment.

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	124	58256964	99.88%
Ballot forms by post	18	344	100%
Ballots at AGM	33	7310	99.46%
Total	**175**	**58264618**	**99.88%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	69894	0.12%
Ballot forms by post	0	0	0.00%
Ballots at AGM	1	40	0.54%
Total	**6**	**69934**	**0.12%**

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	10	172
Total	**12**	**255**



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(3) Resolution No. 3: Ordinary Resolution

To Ratify Appointment of Statutory Auditors of the Company.

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	127	58274198	99.91%
Ballot forms by post	18	344	100%
Ballots at AGM	34	7350	100%
Total	**179**	**58281892**	**99.91%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	52660	0.09%
Ballot forms by post	0	0	0.00%
Ballots at AGM	0	0	0.00%
Total	**2**	**52660**	**0.09%**

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	10	172
Total	**12**	**255**

HARESH JANI & ASSOCIATES MUMBAI

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(4) Resolution No. 4: Ordinary Resolution

Appointment of Mr. Rakesh Sood (DIN 07170411) as an Independent Director of the Company.

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	125	58309574	99.97%
Ballot forms by post	18	344	100%
Ballots at AGM	34	7350	100%
Total	**177**	**58317268**	**99.97%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	17284	0.03%
Ballot forms by post	0	0	0.00%
Ballots at AGM	0	0	0.00%
Total	**4**	**17284**	**0.03%**

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	10	172
Total	**12**	**255**



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(5) Resolution No. 5 : Special Resolution

Re-appointment of Mr. Sunil Lulla (DIN 00243191) as an Executive Vice Chairman and Managing Director of the Company and Payment of Remuneration.

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	109	55235782	94.70%
Ballot forms by post	18	344	100%
Ballots at AGM	34	7350	100%
Total	**161**	**55243476**	**94.70%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	20	3091076	5.30%
Ballot forms by post	0	0	0.00%
Ballots at AGM	0	0	0.00%
Total	**20**	**3091076**	**5.30%**

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	10	172
Total	**12**	**255**

HARESH JANI & ASSOCIATES MUMBAI

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(6) Resolution No. 6: Special Resolution

Payment of Remuneration to Ms. Jyoti Deshpande (DIN 02303283) on her re-appointment as an Executive Director.

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	127	58274188	99.91%
Ballot forms by post	17	343	99.71%
Ballots at AGM	31	7227	99.45%
Total	**175**	**58281758**	**99.91%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	52670	0.09%
Ballot forms by post	1	1	0.29%
Ballots at AGM	1	40	0.55%
Total	**5**	**52711**	**0.09%**

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	12	255
Total	**14**	**338**

HARESH JANI & ASSOCIATES MUMBAI

HARESH JANI & ASSOCIATES
COMPANY SECRETARIES
Add. : G-1, Manisha Apt., Gr. Flr., Pushtikar Socy.,
Jogeshwari (West), Mumbai-400 102. India
Contact : 022-26780807

HARESH M. JANI
B COM, FCS, LLB
Email : haresh@hja.legal;
hmjani@gmail.com
Cell No. : 09820128436

(7) Resolution No.7: Special Resolution

Adoption of new set of Articles of Association in substitution and in place of the existing Articles of Association of the Company.

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	111	56998392	97.72%
Ballot forms by post	18	344	100%
Ballots at AGM	33	7310	99.46%
Total	**162**	**57006046**	**97.72%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	1328466	2.28%
Ballot forms by post	0	0	0.00%
Ballots at AGM	1	40	0.54%
Total	**20**	**1328506**	**2.28%**

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	10	172
Total	**12**	**255**

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hmjani@gmail.com
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(8) Resolution No. 8: Special Resolution

Approval of payment of Commission to Non Executive Directors (other than the Managing Director and / or Whole time Director).

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	126	58274188	99.91%
Ballot forms by post	17	343	99.71%
Ballots at AGM	33	7310	99.46%
Total	**176**	**58281841**	**99.91%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	52670	0.09%
Ballot forms by post	1	1	0.29%
Ballots at AGM	1	40	0.54%
Total	**5**	**52711**	**0.09%**

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	10	172
Total	**12**	**255**

HARESH JANI & ASSOCIATES MUMBAI

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Jogeshwari (West), Mumbai-400 102. India
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HARESH M. JANI
B COM, FCS, LLB
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hmjani@gmail.com
Cell No. : 09820128436

(9) Resolution No. 9: Special Resolution

Approval of Material Related Party Transaction(s) between the Company and Eros Worldwide FZ LLC, Dubai, Holding Company.

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	128	11200518	100%
Ballot forms by post	18	344	100%
Ballots at AGM	33	7310	99.46%
Total	**179**	**11208172**	**100%**

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

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	50	0.00%
Ballot forms by post	0	0	0.00%
Ballots at AGM	1	40	0.54%
Total	**2**	**90**	**0.00%**

(iii)**Invalid** votes:

Type of Voting	**Invalid votes**	
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot forms by post	2	83
Ballots at AGM	10	172
Total	**12**	**255**

Note: The break-up of Invalid Voting is as under:

a) Voting by 7 Shareholders holding 122 Shares were considered invalid for the reason "Signature Differs".
b) Voting by 2 Shareholders holding 83 Shares were considered invalid in respect of Resolution no. 6 for the reason "Both options Exercised"
c) Voting by 5 Shareholders holding 133 Shares by ballots were considered invalid, as they voted through both the modes, i.e. voting by ballot through post, and ballot at the AGM; and voting by ballot through post is only considered valid.

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CS HARESH M. JANI
B COM, FCS, LLB
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hmjani@gmail.com
Cell No. : 09820128436

The Register and all other papers and relevant records containing details of the Equity Shareholders who voted "IN FAVOUR" or "AGAINST" and those whose votes were declared invalid on the voting shall remain in my safe custody until the Chairman approves and signs the Minutes of the aforesaid Annual General Meeting, and the same would thereafter be handed over to the Company Secretary.

The above mentioned resolutions are deemed to be passed as on 21st Annual General Meeting of the Company, i.e. September 03, 2015.

Thanking you,

Yours Sincerely,

HARESH JANI & ASSOCIATES MUMBAI

Haresh M. Jani
(Proprietor)
HARESH JANI & ASSOCIATES
COMPANY SECRTARIES
FCS No. 4570
C.P. No. 2236

Counter Signed By:
FOR EROS INTERNATIONAL MEDIA LIMITED

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

CHAIRMAN

Date:September 04, 2015
Place: Mumbai