January 09, 2017

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: **Voting results of Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot voting results along with consolidated Scrutinizer's Report dated January 9, 2017 for your reference.

Request you to kindly take the above on 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 Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results of the Postal Ballot conducted by the Company are furnished below:

- Date of Postal Ballot : January 7, 2017
  (Being the last date of receipt of duly completed Postal Ballot Forms/e-voting)

- Total number of shareholders on record date : 45,608
  (i.e. December 2, 2016 – Record date)

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

Promoters and Promoter Group	Not Applicable
Public	Not Applicable

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

Promoters and Promoter Group	Not Applicable
Public	

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 1: Approval for Issuance of Secured/Unsecured, Redeemable, Rates/Unrated Debentures/Bonds, Non-Convertible Debentures (NCDs) on Public Issue/Private Placement basis, in one or more tranches, to be listed in India / abroad/unlisted, within overall borrowing limits of the Company.

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	**Mode of Voting**	**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	E-Voting	68,833.290	68,826,290	99.99	68,826,290	0	100.00	0.00
	Ballot		2,800	0.00	2800	0	100.00	0.00
	Total		**68,829,090**	**99.99**	**68,829,090**	**0**	**100.00**	**0.00**
Public – Institutional holders	E-Voting	9,970,820	3,115,091	31.24	3,055,295	59,796	98.08	1.92
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**3,115,091**	**31.24**	**3,055,295**	**59,796**	98.08	1.92
Public- Non Institution	E-Voting	14,910,301	186,561	1.25	182,906	3,655	98.04	1.96
	Ballot		7,772	0.05	7,411	361	95.36	4.64
	Total		**194,333**	**1.30**	**190,317**	**4,016**	**97.93**	**2.07**
Total		**93,714,411**	**72,138,514**	**76.98**	**72,074,702**	**63,812**	**99.91**	**0.09**
***No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'**								

Conclusion: The above Special resolution is passed with the requisite majority

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MAKARAND M. JOSHI & CO.

Company Secretaries

"Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

Consolidated Report of Scrutinizer for Postal Ballot (Physical Ballots & E-Voting)

To
The Chairman,
Eros International Media Limited
201,Kailash Plaza OppLaxmi Industrial
Estate OffAndheri Link Road, Andheri (W)
Mumbai 400053

Dear Sir,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014.

A. Pursuant to the resolution passed by the Board of Directors of **Eros International Media Limited** (hereinafter referred as "the Company") in their Board Meeting held on 2 December, 2016 I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the Postal Ballot process in respect of the Special Resolution set out in the Postal Ballot Notice dated 2 December, 2016 ("**Notice**")

B. Members approval was sought on the following Special Business:

Approval for Issue of Secured/Unsecured, Redeemable, Non-Convertible Debentures (NCDs) on Public Issue/Private Placement basis

"RESOLVED THATpursuant to the provisions of Section 26, 42, 71 and all other applicable provisions, if any, of the Companies Act,2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debenture)Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to theprovisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) Regulations(Amendment), Notification 2012, and 2014 and 2016, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, the provisions of Articles of Association of the Company, provisions andnotification issued by the Reserve Bank of India from time to time and subject to such other applicable laws, rules, regulationsand guidelines, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter called"the Board", which term shall be deemed to include any Committee, which the Board may constitute or have been constituted or delegated the powers to any existing Committee or authorised persons of the Company, to exercise the powers including thepowers conferred by this Resolution) for making offer(s) or invitation to subscribe, issue, and allot, on private placement/publicissue basis, with or without a green shoe or option to retain over subscription, in one or more tranches, Secured/Unsecured,Redeemable, Rated/Unrated Debentures/Bonds, Non-Convertible Debentures, to be listed in India/abroad/unlisted, including butnot limited to subordinate bonds, foreign currency bonds, rupee denominated bonds in foreign exchange (masala bonds) or anyother debt security, to

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

any eligible investors through issue of requisite offer documents, for an aggregate amount not exceeding theoverall borrowing limits of the Company, as approved by the Members, on such terms and conditions as the Board may determineand consider proper and most beneficial to the Company from time to time, including without limitation, as to when the saidDebentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of theissue proceeds and all matters connected therewith or incidental there to within a period of one year from date of passing thisResolution".

"RESOLVED FURTHER THATthe Board of Directors of the Company be and is hereby authorised to finalise with investors andtrustees; the documents for creating mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalise andsign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other securitydocuments, in connection with the above Issue by the Company and to do all such acts, deeds, matters and things as may benecessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to thisResolution."

C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form on 8 December, 2016

D. The voting period commenced on 9 December, 2016 (09:00 a.m.) and ended on 7 January, 2017(5:00 p.m.)for voting through postal ballot form as well as through e-voting.

E. The remote e-voting facility was provided by National Securities Depository Ltd (NSDL).

F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Registerseparately maintained for the purpose.

G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

H. The e-voting were unblocked at 5:00 p.m. on January 7, 2017 and the e-voting summary statement was downloaded from e-voting website of NSDL

I. All ballot forms received/ votes cast up to 5:00 p.m. on 7 January, 2017 being the last date and time fixed by the Company for said purpose were considered for scrutiny.

J. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked and segregated.



K. **Result of the Postal Ballot(e-voting and voting through Postal Ballot Forms) is as under :**

Resolution Item No. 1: Special Resolution

Approval for Issue of Secured/Unsecured, Redeemable, Non-Convertible Debentures (NCDs) on Public Issue/Private Placement basis

Category	Mode of Voting	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	E-Voting	68833290	68826290	99.99	68826290	0	100.00	0.00
	Postal Ballot		2800	0.00	2800	0	100.00	0.00
	Total		**68829090**	**99.99**	**68829090**	**0**	**100.00**	**0.00**
Public – Institutional holders	E-Voting	9970820	3115091	31.24	3055295	59796	98.08	1.92
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**3115091**	**31.24**	**3055295**	**59796**	**98.08**	**1.92**
Public- Non Institution	E-Voting	14910301	186561	1.25	182906	3655	98.04	1.96
	Postal Ballot		7772	0.05	7411	361	95.36	4.64
	Total		**194333**	**1.30**	**190317**	**4016**	**97.93**	**2.07**
Total		**93714411**	**72138514**	**76.98**	**72074702**	**63812**	**99.91**	**0.09**

***No. of votes polled does not include'no. of votes invalid' and 'no. of votes abstain'**

For Makarand M. Joshi & Co.,
Practicing Company Secretaries

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date:09th January, 2017

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

For Eros International Media Limited

Chairman /Authorised Person

EROS INTERNATIONAL MEDIA LIMITED MUMBAI