September 24, 2015

The DCS – CRD
BSE Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai 400 001

The DCS - CRD
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No – C Block, G Block,
Bandra Kurla Complex,
Mumbai 400 051

Dear Sir/ Madam,

Sub: Submission of Revised Proceedings of 21st Annual General Meeting of Eros International Media Limited

Ref: BSE Script Code: 533261; NSE Script Code: EROSMEDIA

In furtherance to our letter dated September 18, 2015 submitting the proceedings of 21st Annual General Meeting of the Company held on 3rd September, 2015, we once again submit the revised proceedings as there was inadvertent error on Page No. 15 which states ₹ 149 crores, however the factual figure is ₹ 149 lakhs. Hence we re-submit the proceedings after rectifying the error, for your reference & record.

Thanking you

Yours faithfully,
For Eros International Media Limited

Dimple Mehta
Company Secretary & Compliance Officer

September 23, 2015

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street, Mumbai – 400 001 Scrip Code: 533261	National Stock Exchange of India Limited Corporate Relationship Department/ Listing Department Exchange Plaza, 5th Floor, Plot No – C Block, G Block, Bandra Kurla Complex, Mumbai 400 051 Scrip Code: EROSMEDIA

Dear Sir/Madam,

Sub: Proceedings of the 21st Annual General Meeting of Eros International Media Limited

The 21st Annual General Meeting ("AGM") of Eros International Media Limited was held on September 3, 2015 at 3.00 p.m. at "The Club", D N Nagar, Andheri West, Mumbai 400053, Maharashtra

Attendance at the meeting:

Directors & KMPs present at the meeting:

- Mr. Sunil Lulla, Executive Vice Chairman & Managing Director
- Mr. Kishore Lulla, Executive Director of the Company
- Mr. Dhirendra Swarup, Non-Executive Independent Director and a Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee,
- Mr. Rakesh Sood, Non-Executive Independent Director and Chairman of Stakeholders Relationship Committee
- Mr. Dinesh Modi, Chief Financial Officer of the Company
- Ms. Dimple Mehta, Company Secretary & Compliance Officer

Total Members present at the meeting:

- Total 104 members (out of which 102 persons were present in person and 02 through proxies) attended the meeting as per records of attendance.

Authorised Representatives present at the meeting:

- Mr. Divyansh Goyal & Ms. Aarohi Joshi, Authorized representatives of M/s. Walker Chandiok & Co LLP, Statutory Auditors;

- Mr. Bankim Mehta, Secretarial Auditor who conducted Secretarial Audit of the Company for the year 2014-2015;

- Mr. Haresh Jani, Scrutinizer for conducting e-voting and ballot process in a fair and transparent manner;

- Mr. Saurabh Agarwal, authorized representative of M/s. Makarand Joshi & Co., Secretarial Auditor of the Company for the year 2015-2016.

Ms. Dimple Mehta, Company Secretary & Compliance of the Company, extended a very warm welcome everyone present at the 21st Annual General Meeting of the Company.

Chairman of the meeting:

The Company Secretary informed that Mr. Naresh Chandra, Chairman of the Board of Directors, had requested leave of absence from attending the AGM and hence requested Mr. Sunil Lulla, the Executive Vice Chairman and the Managing Director to occupy the Chair and conduct the proceedings of the meeting.

Mr. Sunil Lulla agreed and occupied the Chair and welcomed everyone present at the AGM. Thereafter, he requested Ms. Dimple Mehta, Company Secretary and Compliance Officer to conduct the proceedings of the meeting on his behalf.

The Company Secretary further informed and requested the Members to take note of the leave of absence of Ms. Jyoti Deshpande, Executive Director and Mr. Vijay Ahuja, Non-

Executive Non Independent Director, who conveyed their inability to attend the meeting due to their other commitments.

Quorum for the meeting:

As the time was 3.00 p.m. the Company Secretary, on behalf of the Chairman, ascertained that requisite quorum for the meeting was present and declared the meeting to be in order and commenced the proceedings.

The Company Secretary, then announced, that the Company had received 02 Proxies for 2,95,524 Equity Shares and also received board resolutions under Section 113 of the Companies Act, 2013 from 2 shareholders, being bodies corporate for authorization to vote and attend the meeting in respect of 6,88,26,290 equity shares of the Company.

Register and documents available for inspection at the meeting:

The Company Secretary further stated that the Proxy Register, Register of Directors' Shareholding and other documents were kept open for inspection by the Members till the conclusion of the meeting. Also, the Certificate from the Statutory Auditors of the Company certifying that Employee Stock Option Scheme of the Company (ESOS 2009) is being implemented in accordance with the SEBI Guidelines, was tabled at the meeting for inspection of the Members.

Notice, Directors Reports and Annual Accounts to Members:

The Company Secretary informed the members that the Notice convening the 21st Annual General Meeting along with the Balance Sheet as at 31 March, 2015 and the Profit & Loss Account and the Cash Flow Statement for the year ended 31 March, 2015 and the Directors Report were duly dispatched to the Members.

With the consent of Members present, the Notice convening the 21st Annual General Meeting together with the financial statements, Directors Report were taken as read.

Auditors Report:

The Company Secretary then informed the Members that as per the new Companies Act, 2013, and applicable Secretarial Standards 2 issued by Institute of Company Secretaries of India, the Auditors Report and Secretarial Audit Report are required to be read only when there are qualifications or adverse observations or comments in the Report. She further stated that since there were no qualifications, observations or comments, the Auditors Report and Secretarial Audit Report would not be read out at the meeting. With the consent of the members present, the Auditors Report and Secretarial Audit Report were taken as read.

Speech by Executive Vice Chairman and Managing Director:

The Company Secretary, thereafter, requested Mr. Sunil Lulla, being Chairman of the Meeting, to give operational highlights to all the Shareholders for the year 2014-15.

Mr. Sunil Lulla, greeted and welcomed all the Shareholders to this meeting, and expressed his gratitude to them for reposing confidence and faith and being a part of the journey.

Mr. Sunil Lulla said that, during the year the Indian Media and Entertainment Industry witnessed healthy growth of 11.7% during the year aided by continued growth across traditional media platforms, increased digitization, healthy growth of the regional industry, rapid penetration of digital media and growth in Tier II and Tier III cities. Industry reports estimate that the Industry is poised to grow at a compounded annual growth rate of 13.9%, from Rs. 1,026 billion in 2014 to reach Rs. 1,964 billion by 2019.

He further stated that audiences continue to grow and discretionary spends are increasing as entertainment is being consumed not only in cinema theatres and homes but increasingly 'on the go' by the Indian consumer. He further stated that being a leading player in the Indian film entertainment industry, the Company is well-positioned to capitalize on the positive industry trends and has consistently outperformed the average industry growth in the past years.

He further informed the Members that the Company successfully released 64 films in multiple languages consisting of 44 Hindi films and 20 Tamil/Telgu films.

Some of the prominent movie releases include 'Lingaa', 'Action Jackson', 'Kaththi', 'Shamitabh', 'Kochadaiiyaan', 'Tevar', 'NH 10', 'Badlapur', 'Aagadu' and a host of overseas releases like 'Singham Returns', 'Mary Kom', 'Ek Villain', 'Main Tera Hero' and other medium and smaller budget movies.

The Chairman further stated that Company's core strength lies in its 2,000 plus library movies, which did exceptionally well during the year. He was happy to share that the revenue from the film library stood at 22% of total income in FY2015 as compared to 10% in FY2012. He further stated that the Company has registered strong growth in catalogue contribution over the years and going forward, the Company anticipates its contribution to revenues to remain robust.

He further stated about ErosNow, the dedicated online entertainment platform housed under the parent Company, Eros International Plc who recently launched its official marketing campaign. The platform increasingly garnered over 26.5 million registered users worldwide. As a host to the largest library of films, as well as premium television programs, music videos and audio tracks, Users will be able to watch what they want, when they want on almost any interconnected device. The Company will be a content provider for the parent's digital business for supply of films, aggregating third-party content as well as production of high quality original content further strengthening its financial performance.

Mr. Sunil Lulla was happy to announce that the start of FY2016 was on a positive note led by the resounding success of 'Tanu Weds Manu Returns' along with the record-breaking success of Salman Khan's 'Bajrangi Bhaijaan' at the box office. Other Films like 'Srimanthudu', Mahesh Babu's Telugu film, had also performed exceptionally well and became the second highest grossing Telugu film this year.

Mr. Sunil Lulla stated the Company's new release which included Anees Bazmee's 'Welcome Back', Nikhil Advani's 'Hero', Sanjay Leela Bhansali's magnum opus 'Bajirao Mastani', Telugu films like 'Sardar Gabbar Sing' starring Pawan Kalyan and 'Dictator' starring Balakrishna, Tamil film '24' starring Suriya. He also mentioned that the Company

has launched a new motion pictures label called Trinity Pictures, with a focus of making IP driven franchise films.

Mr. Lulla thanked all the Members for their continued support and belief in the Company.

He then requested Mr. Dinesh Modi, Chief Financial Officer of the Company, to throw more light on the operational and financial progress of the Company.

Mr. Modi highlighted the financial performance for the year 2014-2015. He said that the Company on consolidated basis has reported 26% increase in total income to Rs. 1,441.0 crores as compared to Rs. 1,139.6 crores for the corresponding period last year. Also, the Earnings Before Interest and Tax of the Company increased by 21% to Rs. 361.6 crores in FY 2015 as compared to Rs. 299.7crore in FY 2014. Profit After Tax for FY 2015 registered notable growth of 24% year on year and stood at Rs. 247.1 crore as compared to Rs. 199.7 crores in FY 2014.

Mr. Dinesh Modi further stated that during the fiscal, the theatrical segment contributed to 38.0% of the total revenues ad stood at Rs. 537.6 Crore. Overseas segment contributed to 31.3 % of the total revenues and it stood at Rs. 451.1 Crore followed by television and other segment at 30.7% of the total revenues and it stood at Rs. 442.4 Crore.

Mr. Modi concluded by saying the Company's well-funded future film slate, robust library monetization, proven portfolio approach and various other strategic growth initiatives offer tremendous opportunity for future growth.

Evoting and Scrutinizers Report:

Ms. Dimple Mehta, Company Secretary and Compliance officer of the Company then took up the formal proceedings of the meeting, on behalf of the Chairman of the meeting. The proceedings of Annual General Meeting were being carried out as per the requirements of the new Act.

Ms. Dimple Mehta read out each business item to be transacted at the meeting, as stated in Notice of 21st AGM, as follows:

1. To receive, consider and adopt audited financial statements of the Company for the year ended 31 March, 2015 together with Directors Report and Auditors Report thereon & audited consolidated financial statements for the year ended 31 March, 2015 together with the auditors report thereon.

2. Appointment of a Director, in place of Ms. Jyoti Deshpande who retires by rotation and being eligible, seeks re-appointment.

3. Ratification of Appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, as the Auditors of the Company.

4. Appointment of Mr. Rakesh Sood as an Independent Director.

   Mr. Sunil Lulla, being interested in this agenda item, Mr. Dhirendra Swarup was requested to chair for this particular item. Mr. Swarup took the chair for this particular business item:

5. Re-appointment of Mr. Sunil Lulla as an Executive Vice Chairman & Managing Director.

   Mr. Swarup then requested Mr. Sunil Lulla to take the Chair for other business items.

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

7. Adoption of new set of Articles of Association

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

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

The Company Secretary further stated that in terms of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration Rules), 2014, the Company had, provided remote electronic voting facility through CDSL System which commenced on 9.00 a.m. on Monday, 31 August, 2015 and ended on Wednesday, 2 September, 2015 at 5.00 p.m. and also through ballot forms for those who did not have access to e-voting, to enable the members, entitled to vote in respect of business to be transacted at the 21st Annual General Meeting. The cut off time for ballot papers was 5.00 p.m. on 2 September, 2015, ballot forms received after cut off time was treated as invalid.

Mr. Haresh Jani, Company Secretary in practice, was appointed as the Scrutinizer for scrutinizing the process of electronic and ballot voting in a fair and transparent manner. Thereafter, Mr. Jani showed the empty and sealed ballot box to all members present in the meeting.

Ms. Dimple Mehta stated that the combined results of remote e-voting, the Ballot papers received through post, and poll conducted at the meeting, would be declared by the Chairman of the meeting, within two working days from the date of this meeting. The results to be declared for each resolution would indicate separately the votes on the Poll and e-voting and would be immediately intimated to the BSE Limited and National Stock Exchange of India Limited. Once intimated to the Exchanges, the results of the same would also be uploaded on the website of the Company along with report of the Scrutinizer and will also be uploaded on the website of Central Depository Services (India) Limited (CDSL).

Insta -Voting at the Venue of the AGM

The Company Secretary, then, informed the shareholders that the facility for insta voting was kept at the AGM venue for the shareholders who had not e-voted earlier or voted by ballot. The ballot papers were distributed at the start of the meeting to enable them to cast their vote. Thereafter, all the shareholders, who had not cast their votes earlier, were requested to exercise their votes by dropping the ballot form in the empty ballot box as shown by the scrutinizer on all resolutions of ordinary and special businesses as set out in items 1 to 9 of

the Notice of the 21st Annual General meeting after completion of questions and clarifications, if any, from the shareholders of the Company.

The Company Secretary, then, requested the Members to come forward with their queries, if any, on the audited accounts of the Company as well its working during the year under review.

Members viz., Mr. Rajesh Chainani, Ms. Asha Lata Maheshwari, Mr. Vinay Bhide, Ms. Smita Shah, Mr. Mapara, Mr.Hiranand Kotwani,Mr. Bharat Shah, Mr. Prakash Tamhane, Ms. H. S. Patel, Mr. Yusuf Yunus Rangwala, Mr. Mohan Chandiramani, Mr. Dinesh Bhatia, Mr. K. Savani, Mr. Anil Parekh, Mr. Ronald Fernandes, Mr. Ashok Bhatt came forward and raised queries on the turnover, profits, working of the Company, future plans, and sought various clarifications.

All the queries were replied satisfactorily by Mr. Kishore Lulla, Mr. Sunil Lulla and Mr. Dinesh Modi.

Thereafter, on behalf of the Chairman, the Company Secretary requested all the shareholders and proxy holders, who did not e-voted earlier, to cast their votes and participate in the Poll. He stated that the Poll shall remain open till all the members and proxy holders participating in the Poll, have casted their votes.

Conduct of Poll

Mr. Haresh Jani, Scrutinizer, conducted the Poll and ensured that all the members and proxy holders, who had not voted earlier by way of e-voting or ballot, had casted their votes through Poll and closed the Poll at around 5.30 p.m. The Scrutinizer then took the custody of the Poll Boxes.

Each of the resolutions as set out in the Notice of 21st AGM along with the combined results of e-voting/ballot/poll, from the Scrutinizers Report dated September 04, 2015, are recorded as part of the proceedings of the 21st AGM.

a. **Item No. 1 –** To receive, consider and adopt (a) audited financial statements of the Company for the year ended 31 March, 2015 together with Directors' Report and Auditors Report thereon& (b) audited consolidated financial statements for the year ended 31 March, 2015, together with the Auditors Report thereon.

Particulars of votes cast									**Results declared**
	Electronic Voting		**Ballot**		**Poll**		**Voting Results**		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	5,82,67,305	99.90	344	100.00	7,350	100.00	5,82,74,999	99.90	Approved by Requisite Majority
Votes cast against	59,553	0.10	0	0	0	0.00	59,553	0.10	
Invalid Votes	0	0.00	83	0.00	172	0.00	255	0.00	

The following resolution was passed with requisite majority as per the Combined Scrutinizers Report for Evoting, ballot and poll results stated above.

"RESOLVED THAT the Balance sheet for the Financial year ended 31 March, 2015 and the Profit and Loss Account ended on that date and the Report of the Auditors and Directors thereon of the Company as placed before the meeting be and are hereby approved."

b. **Item No. 2 -** To appoint a director in place of Ms. Jyoti Deshpande (DIN 02303283), who retires by rotation and being eligible, has offered herself for reappointment.

Particulars of votes cast									**Results declared**
	Electronic Voting		**Ballot**		**Poll**		**Voting Results**		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	5,82,56,964	99.88	344	100.00	7,310	99.46	5,82,64,618	99.88	Approved by Requisite Majority
Votes cast against	69,894	0.12	0	0	40	0.54	69,934	0.12	
Invalid Votes	0	0.00	83	0.00	172	0.00	255	0.00	

The following resolution was passed with requisite majority as per the Combined Scrutinizers Report for Evoting, ballot and poll results stated above.

"**RESOLVED THAT** Ms. Jyoti Deshpande who retires from the Board in accordance with the provisions of Articles of Association and Section 151 of the Companies Act, 2013, be and is hereby elected and re-appointed as Director of the Company whose period of office will be liable to retire by rotation."

c. **Item No. 3 -** To ratify the appointment of Auditors M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration No.001076N/N500013) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and fix their remuneration

Particulars of votes cast									**Results declared**
	Electronic Voting		**Ballot**		**Poll**		**Voting Results**		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	5,82,74,198	99.91	344	100.00	7,350	95.15	5,82,81,892	99.91	Approved by Requisite Majority
Votes cast against	52,660	0.09	0	0.00	0	4.84	52,660	0.09	
Invalid Votes	0	0.00	83	0.00	172	0.00	255	0.00	

The following resolution was passed with requisite majority as per the Combined Scrutinizers Report for Evoting, ballot and poll results stated above.

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, if any, of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or

re-enactment(s) thereof for the time being in force), the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration No.001076N/N500013), as the Statutory Auditors of the Company, who were appointed by the members at their Annual General meeting held on 25 September, 2014 to hold the office of Auditors up to the 3rd consecutive meeting from the year 2014, be and is hereby ratified to hold the office of auditors from the conclusion of this meeting to the next annual general meeting of the Company on a remuneration as may be decided by the Board."

d. **Item no. 4 -** Appointment of Mr. Rakesh Sood (DIN 07170411) as Independent Director not liable to retire by rotation and to hold office for a term of 5 consecutive years from the date of this 21st Annual General Meeting.

Particulars of votes cast									**Results declared**
	Electronic Voting		**Ballot**		**Poll**		**Voting Results**		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	5,83,09,574	99.97	344	100.00	7,350	100.00	5,83,17,268	99.97	Approved by Requisite Majority
Votes cast against	17,284	0.03	0	0.00	0	0.00	17,284	0.03	
Invalid Votes	0	0.00	83	0.00	172	0.00	255	0.00	

The following resolution was passed with requisite majority as per the Combined Scrutinizers Report for Evoting, ballot and poll results stated above.

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rakesh Sood (DIN 07170411), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his

candidature for the office of Director as per Section 160 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) consecutive years till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2020."

e. **Item no. 5** – Re-Appointment of Sunil Lulla (DIN 00243191) as an Executive Vice Chairman & Managing Director for a period of 5 years & payment of remuneration.

Particulars of votes cast									**Results declared**
	Electronic Voting		**Ballot**		**Poll**		**Voting Results**		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	5,52,35,782	94.70	344	100.00	7,350	100.00	5,52,43,476	94.70	Approved by Requisite Majority
Votes cast against	30,91,076	5.30	0	0.00	0.	0.60	30,91,076	5.30	
Invalid Votes	0	0.00	83	0.00	172	0.00	255	0.00	

The following resolution was passed with requisite majority as per the Combined Scrutinizers Report for Evoting, ballot and poll results stated above.

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sunil Lulla as an Executive-Vice Chairman & Managing Director (DIN 00243191) for a period of five (5) years with effect from 28 September, 2015 to discharge functions, duties, responsibilities, delegated by the Board of Directors from time to time, and such other acts as may be required as per applicable Laws, Acts, Regulations, on such

terms and conditions including the following remuneration as stated below, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committees constituted by the board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and mutually agreed with Mr. Sunil Lulla, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof:

Terms of Remuneration:

i. Salary:- Salary of ₹ 30,00,000 (Rupees Thirty Lacs only) per month. (With an Annual increment of 10% on salary, payable at the commencement of each Financial Year).

ii. Commission:- Commission up to 1% of net profits of the Company as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

iii. Company's contribution to the Provident Fund and Super Annuation Fund and payment of Gratuity shall be as per the rules of the Company.

iv. Benefits, Perquisites and Allowances:

a. Travelling Allowance: The Company shall bear all travelling expenses, including boarding and lodging, as per the rules of the Company during domestic and overseas business trips.
b. Accommodation Allowance: Rent-free furnished accommodation owned, leased or rented by the Company and reimbursement of Utility expenses at accommodation such as electricity, gas, water, payments to servants, etc.
c. Medical Allowance: All expenses on medical including hospitalization, diagnostic checks, periodic health checks incurred by Director and his family, will be borne by the Company at actual cost.
d. Club fees: Fees of Clubs subject to maximum of two clubs. This will include admission and life membership fees.
e. All expenses relating to telephone at residence, mobile bills, PDA Charges and all other expenses incurred for the purpose of business of the Company shall be reimbursed by the Company at actual cost.
f. Other benefits/Expenses as per the Company's policy, from time to time.

v. Mr. Sunil Lulla has entered into an Agreement dated 1 October, 2012 with the Company to lease out his property at Aumkar Bungalow, Gandhi Gram Road, Juhu, Mumbai-400049 for a monthly lease rental of ₹ 3 lacs plus Service Tax. Pursuant to the said Agreement, the Company has made a deposit of a sum of ₹149 lacs as on 31 March, 2015 as interest free refundable security.

vi. Mr. Sunil Lulla has entered into an Agreement dated 31 December, 2014 with the Company (as co-owner) to lease out his property at 5th Floor, Supreme Chambers, Andheri (West), Mumbai – 400 053 for a monthly lease rental of ₹ 20 lacs plus Service Tax. Pursuant to the said Agreement, the Company has made a deposit of a sum of ₹ 240 lacs as on 31 March, 2015 as interest free refundable security."

"RESOLVED FURTHER THAT Mr. Sunil Lulla shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** in the event of there being any loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

f. **Item no 6-** Payment of remuneration to Ms. Jyoti Deshpande (DIN 02303283) on her re-appointment as Executive Director.

Particulars of votes cast									Results declared
	Electronic Voting		Ballot		Poll		Voting Results		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	5,82,74,188	99.91	343	99.71	7,227	99.45	5,82,81,758	99.91	Approved by Requisite Majority
Votes cast against	52,670	0.09	1	0.29	40	0.55	52,711	0.09	
Invalid Votes	0	0.00	83	0.00	255	0.00	338	0.00	

The following resolution was passed with requisite majority as per the Combined Scrutinizers Report for e-voting, ballot and poll results stated above.

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Ms. Jyoti Deshpande (DIN 02303283) as an Executive Director of the Company for a period of five (5) years commencing from 1 October, 2015 till 30 September, 2020 on such terms and conditions including remuneration & commission as stated below, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committees constituted by the board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and mutually agreed with Ms. Jyoti Deshpande subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof."

Terms of Remuneration:-

i. Salary:- Salary of ₹ 8,00,000/- (Rupees Eight Lakhs only) per month. (With an Annual increment of 10% on salary, payable at the commencement of each financial year).

ii. Commission:- Commission up to 1% of net profits of the Company as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

iii. Company's contribution to the Provident Fund and Super Annuation Fund and payment of Gratuity shall be as per rules of the Company.

iv. Benefits, Perquisites and allowances.

a. Travelling Allowance: The Company shall bear all travelling expenses, including boarding and lodging, as per the rules of the Company during domestic and overseas business trips.

b. Accommodation Allowance: Rent-free furnished accommodation owned, leased or rented by the Company and reimbursement of Utility expenses at accommodation such as electricity, gas, water, payments to servants, etc.

c. Medical Allowance: All expenses on medical including hospitalization, diagnostic checks, periodic health checks incurred by Director and his family, will be borne by the Company at actual cost.

d. Club fees: Fees of Clubs subject to maximum of two clubs. This will include admission and life membership fees.

e. All expenses relating to telephone at residence, mobile bills, PDA Charges and all other expenses incurred for the purpose of business of the Company shall be reimbursed by the Company at actual cost.

f. Other benefits/Expenses as per the Company's policy, from time to time."

"**RESOLVED FURTHER THAT** in the event of there being any loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Ms. Jyoti Deshpande, Executive Director shall be the minimum remuneration payable to her in terms of the provisions of Schedule V of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

g. **Item no 7-** Adoption of new set of Articles of Association in substitution and in place of existing Articles of Association of the Company.

Particulars of votes cast									Results declared
	Electronic Voting		Ballot		Poll		Voting Results		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	5,69,98,392	97.72	344	100.00	7,310	99.46	5,70,06,046	97.72	Approved by Requisite Majority
Votes cast against	13,28,466	2.28	0	0.00	40	0.54	13,28,506	2.28	
Invalid Votes	0	0.00	83	0.00	172	0.00	255	0.00	

The following resolution was passed with requisite majority as per the Combined Scrutinizers Report for Evoting, ballot and poll results stated above.

"**RESOLVED THAT** pursuant to provisions of Section 5 read with Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the draft regulations contained in the Articles of the Association as placed before this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign and execute such papers, documents, deeds and instrument and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution relating to adoption of a new set of Articles of Association by the Company."

h. **Item no. 8 –** Approval for payment of Commission to Non-Executive Directors.

Particulars of votes cast									**Results declared**
	Electronic Voting		**Ballot**		**Poll**		**Voting Results**		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	5,82,74,188	99.91	343	99.71	7,310	99.46	5,82,81,841	99.91	Approved by Requisite Majority
Votes cast against	52,670	0.09	01	0.29	40	0.54	52,7110	0.09	
Invalid Votes	0	0.00	83	0.00	172	0.00	255	0.00	

The following resolution was passed with requisite majority as per the Scrutinizers Report for Evoting and ballot and poll results stated above.

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Non – Executive Directors of the Company (i.e. Directors other than the Managing Director and/or the Whole Time Director and Executive Directors) be paid remuneration by way of commission, in addition to the sitting fees for attending meetings of the Board of Directors and/or Committees thereof, as the Board of Directors may determine from time to time, not exceeding in aggregate one percent (1%) of net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof."

"**RESOLVED FURTHER THAT** consent of the Members be and is hereby given for maintenance of office of the Chairman of the Company, being Non-Executive in nature and reimbursement of all the expenses incurred by the Chairman towards performance of his duties as such, up to such limits as may be decided by the Board of Directors from time to time."

"**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

i. **Item no 9** –Approval of Material Related Party Transaction(s) between the Company and Eros Worldwide FZ LLC, Dubai, Holding Company.

Particulars of votes cast									**Results declared**
	Electronic Voting		**Ballot**		**Poll**		**Voting Results**		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (D)	%	
Votes cast in favour	1,12,00,518	100.00	344	100.00	7,310	99.46	1,12,08,172	100.00	Approved by Requisite Majority
Votes cast against	50	0.00	0	0.00	40	0.54	90	0.00	
Invalid Votes	0	0.00	83	0.00	172	0.00	255	0.00	

The following resolution was passed with requisite majority as per the Scrutinizers Report for e-voting and ballot and poll results stated above.

"**RESOLVED THAT** pursuant to the provisions of Clause 49 and any other applicable clause(s) of the Listing Agreement executed with the Stock Exchanges (including any amendment(s), modification(s) or re-enactment(s) thereof), and Section 188 and any other applicable provisions of the Companies Act, 2013 and applicable rules thereto, applicable provisions of the Foreign Exchange Management Act; 1999 and rules, regulations and guidelines made thereunder; and subject to such approvals, consents, sanctions and permissions as may be necessary from appropriate Authorities, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company

(hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to enter into material contracts/arrangements/transactions in the normal course of business with Eros Worldwide FZ LLC (EWW), holding company and a Related Party under Section 2(76) of the Companies Act, 2013 and Clause 49 (VII)(B)(2) of the Listing Agreement; for exploitation of Indian Film Rights and Indian Non Film Music Publish Rights of the Company outside India, for an estimated amount of ₹ 600 crores in each financial year on such terms and conditions as stated in the Relationship Agreement dated 16 December 2009, entered into by the Company, Eros International Plc, ultimate parent Company and Eros Worldwide FZ LLC, holding company, as approved and renewed by the Board of Directors from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide upon the nature and the value of transactions to be entered into with EWW for exploitation of rights outside India within the maximum aforesaid limits and in accordance with the Relationship Agreement."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter/vary the terms and conditions as stated in the Relationship Agreement entered by the Company with Eros International Plc, ultimate parent Company and Eros Worldwide FZ LLC, holding company, for such period as may deem fit and on such terms and conditions as may be determined by the Board from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute all such deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

All the above resolutions, which were put to vote, were passed with requisite majority.

Place: Mumbai
Date: September 23, 2015

Chairman

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