September 30, 2016

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 – Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform that the 22nd Annual General Meeting (AGM) of the Company was held on Thursday, September 29, 2016 at 2.30 p.m. at "The Club", D N Nagar, Andheri West, Mumbai 400053.

Please find enclosed disclosure pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to voting results of the business transacted at the 22nd Annual General Meeting along with Consolidated Report of the Scrutinizer dated September 29, 2016.

It may please be noted that Mr. Vijay Ahuja, Non Executive Non Independent Director of the Company who did not seek re-appointment as a director liable to retire by rotation and has ceased to be a director from the conclusion of the AGM held on September 29, 2016. The Shareholders also expressly resolved not to fill the above vacancy arising on such retirement.

EROS INTERNATIONAL MEDIA LIMITED ★ MUMBAI

Request you to kindly take note of the attached consolidated voting results of 22nd Annual General Meeting.

Thanking you

Yours faithfully,

For **Eros International Media Limited**

Sunil Lulla

Executive Vice Chairman and Managing Director

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

In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of business transacted at the 22nd Annual General Meeting of the Company are furnished below:

- Date of the AGM : September 29, 2016

- Total number of shareholders on record date : 44,919
  (i.e. September 22, 2016 – Record date)

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

Promoters and Promoter Group	2
Public	62

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

Promoters and Promoter Group	Not Arranged
Public	

- Mode of voting: Poll/ Ballot/E-voting

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

Resolution 1: To receive, consider and adopt:

a. the audited financial statements of the Company for the financial year ended 31 March, 2016, together with Directors Report and Auditors Report thereon

b. the audited consolidated financial statements of the Company for the financial year ended 31 March, 2016, together with the Auditors Report thereon

Resolution required: (Ordinary/ Special)				Ordinary				
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	Remote E-Voting	68,833,290	68,826,290	99.99	68,826,290	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**68,826,290**	**99.99**	**68,826,290**	**0**	**100.00**	**0.00**
Public – Institutional holders	Remote E-Voting	9,822,047	6,941,868	70.68	6,941,868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**6,941,868**	**70.68**	**6,941,868**	**0**	**100.00**	**0.00**
Public- Non Institution	Remote E-Voting	14,940,999	120,577	0.81	120,327	250	99.79	0.21
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	Total		**121,518**	**0.81**	**121,267**	**251**	**99.79**	**0.21**
Total		**93,596,336**	**758,89,676**	**81.08**	**75,889,425**	**251**	**100.00**	**0.00**

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

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 ratify the appointment of M/s Walker Chandiok & Co LLP, Chartered Accountant, Mumbai (Registration No. – 001076N/N500013) Statutory 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 to fix their remuneration

Resolution required: (Ordinary/ Special)				Ordinary				
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	Remote E-Voting	68,833,290	68,826,290	99.99	68,826,290	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**68,826,290**	**99.99**	**68,826,290**	**0**	**100.00**	**0.00**
Public – Institutional holders	Remote E-Voting	9,822,047	6,941,868	70.68	6,941,868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**6,941,868**	**70.68**	**6,941,868**	**0**	**100.00**	**0.00**
Public- Non Institution	Remote E-Voting	14,940,999	120,534	0.81	116,894	3,640	96.98	3.02
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	Total		**121,475**	**0.81**	**117,834**	**3,641**	**97.00**	**3.00**
Total		**93,596,336**	**75,889,633**	**81.08**	**75,885,992**	**3,641**	**100.00**	**0.00**
*No. of votes polled does not include 'no. of votes invalid'								

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 3: To note the retirement of Mr. Vijay Ahuja (DIN 02966514) by rotation, who does not seek re-appointment and to resolve that the vacancy so created shall not be filled up:

Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
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	Remote E-Voting	68,833,290	21,700,000	31.53	21,700,000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**21,700,000**	**31.53**	**21,700,000**	**0**	**100.00**	**0.00**
Public – Institutional holders	Remote E-Voting	9,822,047	6,941,868	70.68	6,941,868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**6,941,868**	**70.68**	**6,941,868**	**0**	**100.00**	**0.00**
Public- Non Institution	Remote E-Voting	14,940,999	120,577	0.81	120,150	427	99.65	0.35
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	Total		**121,518**	0.81	**121,090**	**428**	**99.65**	**0.35**
Total		**93,596,336**	**28,763,386**	**30.73**	**28,762,958**	**428**	**100.00**	**0.00**
*No. of votes polled does not include 'no. of votes invalid'								

Note: All the aforesaid resolutions were passed with the 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

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 on remote e-voting, Physical Ballot forms and voting at the Annual General Meeting

To,
The Chairman,
Of Annual General Meeting (AGM) of the Shareholders of **EROS INTERNATIONAL MEDIA LIMITED** (hereinafter referred as the "Company"), held on Thursday, 29th September 2016 at 2.30 P.M. at 'The Club', D N Nagar, Andheri West, Mumbai 400 053.

Dear Sir,

Re: Scrutinizer's Report on voting through remote e-voting, Physical Ballot forms and voting at the AGM in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on May 27, 2016 to conduct the following

   (i) **Remote e-voting** process and to scrutinize the **Physical Ballot forms** received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and

   (ii) **Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Thursday, 29th September, 2016

B. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL). for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday 26th September 2016 (9.00 am) and ended on Wednesday 28th September 2016 (5.00 pm) and the National Securities Depository Limited (NSDL) remote e-voting platform was unblocked thereafter.

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

C. The Company has also provided voting by Physical Ballot forms to the members who do not have access to remote e-voting.

D. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting through Physical Ballot forms, I have issued separate Scrutinizer's Report dated 29th September, 2016

E. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.

F. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted. Votes cast through physical ballot forms received up to 28th September, 2016 were also considered.

G. The report on voting done at the AGM was generated in my presence along with Mr. Saurabh Agarwal and Mr. Omkar Dindorkar

H. On the basis of the votes exercised by the shareholders of the Company by way of voting at the AGM of the Company held on Thursday, 29th September, I have issued Scrutinizer's Report dated 29th September, 2016



Resolution Item No. 1 - Ordinary Resolution:

a) Receiving, considering and adopting the audited Financial Statements of the Company for the for the Financial Year ended 31st March 2016, together with the Report of the Directors' And Auditors thereon.

b) Receiving, considering and adopting the audited Consolidated Financial Statements of the Company for the for the Financial Year ended 31st March 2016, together with the Report of the Directors' And Auditors thereon.

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	Remote E-Voting	68833290	68826290	99.99	68826290	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**68826290**	**99.99**	**68826290**	**0**	**100.00**	**0.00**
Public – Institutional holders	Remote E-Voting	9822047	6941868	70.68	6941868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**6941868**	**70.68**	**6941868**	**0**	**100.00**	**0.00**
Public- Non Institution	Remote E-Voting	14940999	120577	0.81	120327	250	99.79	0.21
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	Total		**121518**	**0.81**	**121267**	**251**	**99.79**	**0.21**
Total		**93596336**	**75889676**	**81.08**	**75889425**	**251**	**100.00**	**0.00**

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

MAKARAND M. JOSHI & CO. COMPANY SECRETARIES MUMBAI

Resolution Item No. 2 - Ordinary Resolution:

Ratifying the appointment of Statutory Auditors of the Company

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	Remote E-Voting	68833290	68826290	99.99	68826290	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**68826290**	**99.99**	**68826290**	**0**	**100.00**	**0.00**
Public – Institutional holders	Remote E-Voting	9822047	6941868	70.68	6941868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**6941868**	**70.68**	**6941868**	**0**	**100.00**	**0.00**
Public- Non Institution	Remote E-Voting	14940999	120534	0.81	116894	3640	96.98	3.02
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	Total		**121475**	**0.81**	**117834**	**3641**	**97.00**	**3.00**
Total		**93596336**	**75889633**	**81.08**	**75885992**	**3641**	**100.00**	**0.00**

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

MAKARAND M. JOSHI & CO. COMPANY SECRETARIES MUMBAI

Resolution Item No. 3 - Ordinary Resolution

Mr. Vijay Ahuja (DIN: 02966514) a director of the company who liable to retire by rotation in accordance with provision of Section 152 of the Companies Act 2013, has expressed his unwillingness to be re-appointed and the resultant vacancy on the Board be not filled up.

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	Remote E-Voting	68833290	21700000	31.53	21700000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**21700000**	**31.53**	**21700000**	**0**	**100.00**	**0.00**
Public – Institutional holders	Remote E-Voting	9822047	6941868	70.68	6941868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		**6941868**	**70.68**	**6941868**	**0**	**100.00**	**0.00**
Public- Non Institution	Remote E-Voting	14940999	120577	0.81	120150	427	99.65	0.35
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	Total		**121518**	0.81	**121090**	**428**	**99.65**	**0.35**
Total		**93596336**	**28763386**	**30.73**	**28762958**	**428**	**100.00**	**0.00**

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

MAKARAND M. JOSHI & CO. COMPANY SECRETARIES MUMBAI

I. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting through Physical Ballot forms and the voting at the AGM:-

Thanking you,
Yours faithfully,
For Makarand M. Joshi & Co.,
Practicing Company Secretaries



Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 29/09/2016

Counter Signed by
For EROS INTERNATIONAL MEDIA LIMITED

Director / Authorised Signatory
Mr. Sunil Lulla