September 04, 2013

The DCS–CRD,
Bombay Stock Exchange Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

The DCS–CRD,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex
Mumbai-400051

Dear Sir/ Madam,

Sub: Submission of Proceedings of AGM

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

With reference to Clause 31(d) of the Listing Agreement, we hereby submit the proceedings of the 19th Annual General Meeting of the Company held on August 28, 2013.

Kindly take the same on record and acknowledge.

Thanking you

Yours faithfully,

For Eros International Media Limited

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Dimple Mehta

Company Secretary & Compliance Officer

PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EROS INTERNATIONAL MEDIA LIMITED HELD ON 28TH AUGUST, 2013 AT THE CLUB, 197, D.N.NAGAR, ANDHERI-WEST, MUMBAI - 400 53 AT 3.00 P.M.

DIRECTORS PRESENT

Mr. Naresh Chandra	Chairman
Mr. Sunil Lulla	Executive Vice Chairman & Managing Director
Mr. Dhirendra Swarup	Independent Director
Ms. Jyoti Deshpande	Executive Director

MEMBERS:

60 Members were present holding 6,89,86,749 equity shares and 24 proxy holders were present representing 83,06,383 equity shares and the details of the same were entered in the Attendance Register of Members and that of Proxy holders Register.

IN ATTENDANCE:-

Mr. Kamal Kumar Jain- Group Chief Financial Officer (India)
Ms. Dimple Mehta- Company Secretary &Compliance Officer

BY INVITATION:

Mr. Sudhir Pillai & Mr. Mehernosh Amaria, Authorised Representative of M/s Walker, Chandiok & Co., Chartered Accountants, Statutory Auditors of the Company.

1. **Introduction**

   The Board Members sitting on a dias and all the Members were welcomed to the 19th Annual General Meeting of the Company.

   Mr. Naresh Chandra, Non Executive Chairman & Independent Director of the Company, was requested to take the chair and preside over this meeting.

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Mr. Naresh Chandra, Chairman, took the chair and extended a very warm welcome to the Shareholders to the 19th Annual General Meeting of the Company. As the time was 3.00 p.m., the Chairman ascertained that requisite quorum for the meeting was present and declared the meeting to be in order and commenced the proceedings.

The Chairman announced that 2 representations under Section 187 of the Companies Act, 1956 representing 6,88,26,290 & 24 proxies for total 83,06,383 Equity Shares were received by the Company.

He also stated that the Proxy Register and the Register of Directors' Shareholding 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.

2. READING OF NOTICE, REPORTS OF DIRECTORS AND AUDITORS:

The Chairman informed that the Notice convening the 19th Annual General Meeting alongwith the Balance Sheet as at March 31, 2013 and the Profit & Loss Account and the Cash Flow Statement for the year ended March 31, 2013 and the Auditors Report and the Report of the Board of Directors together with the Corporate Governance Report thereon had already been dispatched to the Members.

With the consent of the Members present, the Notice convening the 19th Annual General Meeting was taken as read.

Mr. Naresh Chandra, then requested Ms. Dimple Mehta, Company Secretary & Compliance Officer of the Company to read out the Auditors Report.

Thereafter, Ms. Dimple Mehta, welcomed all the Members present and read the Independent Auditors Reports on the financial statements as at March 31, 2013.

3. CHAIRMAN'S SPEECH:

Thereafter, Mr. Chandra, the Chairman, informed the Members about the journey of the Company which started 3 decades ago and established its leadership position

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within the Indian Film Entertainment Industry. He further apprised the Members about the key developments made by the Company in various areas of operations.

The Chairman, then informed the Members, that the Company has operates on a unique business model which is supported by a management and driven for the benefit of its stakeholders, audiences and employees. The Company is attentive and grabs all the emerging prospects that this sector offers, simultaneously preserving its corporate reputation in the Industry. The Company endeavours at enhancing its stakeholder value by not only provisioning quality content and performing well financially, but equally focusing on ethics and social responsibilities that assist in accomplishing the same. The Company has consistently maintained its market leadership position by continuously striving to capitalize new opportunities equipped with a well established brand name, strong balance sheet, valuable content library and a well developed distribution network.

He further apprised the Members that as per the recent decision by the Board of Directors at their meeting held on August 12, 2013, a sum of Rs. 89.50 lakhs, out of the outstanding provision for miscellaneous expenses as on March 31, 2013, was being allocated towards commission to Non Executive & Independent Directors.

The Chairman thanked all the Shareholders for their continuous support and also thanked the Board of Directors and the Management of the Company for their valuable efforts in striving and remaining the front runners in this arena.

The Chairman then requested Mr. Sunil Lulla, Executive Vice Chairman and Managing Director of the Company, to give operational highlights to all the Shareholders for the year 2012 - 13 delivered by the Company.

Mr. Sunil Lulla, Executive Vice Chairman and Managing Director of the Company, greeted and welcomed all the Shareholders to this meeting. Mr. Lulla expressed his gratitude to all the Members present at the meeting for reposing confidence and faith and being a part of the journey.

Mr. Sunil Lulla informed the Members that, during the year the Company had accomplished several game changing initiatives that will enable the Company to further fortify the leadership position in Media and Entertainment sector. He further informed that the Company is enthusiastic about the strategic alliance with HBO who

is the leader in the premium television arena globally. The Company launched premium channels with two of the leading DTH operators namely Dish TV and Airtel Digital TV which has already witnessed a very encouraging response. He further stated that this initiative heralds a new chapter for Eros International in the digital broadcasting space of paid television.

He further stated that with an advent of the digital ecosystem, the growth and opportunities have been catalysed and the Company has been proactive to best capitalize on the emerging environment.

He further informed the Members that the Company has maintained its successful track record evident from the fact that Eros International released a total of 77 films during the year which constituted of 30 Hindi movies and 47 releases that included Tamil movies and other regional releases. Some of the prominent movie releases include 'Housefull 2', 'Cocktail', 'Son of Sardaar', 'Khiladi 786', 'Teri Meri Kahanni', 'Vicky Donor' and 'English Vinglish' and other Tamil releases such as 'Maatran', 'Thupakki' and 'Kadal'. The performance of these releases was primarily driven by strategizing on moving towards a healthy mix of High Concept – moderate budget and high profile releases on the back of well strategized global brand campaigns have nurtured pre-release anticipation amongst the audiences.

Mr. Sunil Lulla was glad to state that the Company exhibited a worthwhile entrance into the new financial year with new films releases like Raanjhanaa, Go Goa Gone and the overseas distribution of film releases like 'Yeh Jawanai Hai Deewani', 'Fukrey', 'Lootera', 'Shoot out at Wadala' and 'Ek Thi Dayan'.

Mr. Sunil Lulla further Demonstrated that, Eros International has several high profile movies lined up like 'Kochadaiyaan', 'Ram Leela', 'Rambo Rajkumar', 'Happy Ending', 'Grand Masti' and a number of high concept movies that are slated for release in FY 2014.

Mr. Sunil Lulla then apprised the Members that during the FY 2012-13, the Company had diluted 2.8% of the promoters holding through the Offer for Sale in order to comply the minimum public shareholding requirement of 25% as formulated by SEBI.

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

He then requested Mr. Kamal Kumar Jain, Group Chief Financial Officer (India) of the Company, to throw more light on the operational and financial progress of the Company.

Mr. Jain greeted and welcomed all the members. He informed the Members that during FY 2013 the Company witnessed the expansion related to growth in multiplex cinemas, average ticket prices, number of footfalls in malls and multiplexes. Similar to FY 2012, the Company witnessed growing number of high profile films that have crossed the Rs. 100 Crore mark on net box office basis. Significantly the year has seen change in a way that small to medium budget films also have been increasingly showcasing phenomenal collections at the box office.

He highlighted the financial performance for the year 2012-2013. He apprised that the Company on consolidated basis has reported 11.5% growth in total income to Rs. 1,074.35 crores as compared to Rs. 963.18 crores for the corresponding period last year. Also, the Profit Before Tax of the Company had improved to Rs. 217 crores as compared to Rs 212.25 crores for the corresponding period last year. Profit Before Tax margin stood at 20.2%. The Company's PAT, after minority, for the year ended March 31, 2013 stood at Rs. 1,54.53 crores, as against Rs. 147.84 crores during last year. PAT margins stood as healthy 14.4%.

Mr. Kamal Jain informed that, Eros International has extended its visibility of the future slate for the next 12 – 18 months with highly anticipated releases like "Grand Masti", 'Kochadaiyaan', 'Ram Leela', 'Rambo Rajkumar', 'Tanu Weds Manu Season 2' and 'Happy Ending'.

Mr. Kamal Jain concluded his speech with a vote of thanks for the presence, patience and continued support.

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4. **ADOPTION OF AUDITED BALANCE SHEET AS AT MARCH 31, 2013, THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH, 2013 AND THE DIRECTORS' AND AUDITORS' REPORTS THEREON**

The Chairman then moved a resolution for approval and adoption of Audited Balance Sheet as at March 31, 2013, the Profit and Loss Account for the year ended March 31, 2013 and the Directors' and Auditors' Report thereon.

The Chairman then requested the Members to propose the following ordinary resolution, which was proposed by Mr. Bharat Shah, Member.

"RESOLVED THAT the Balance sheet for the Financial year ended March 31, 2013 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."

The above resolution was seconded by Mr. Yusuf Yunus Rangwala.

The Chairman 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.

Many Members viz., Mr. Aspi Behsania, Mr. Behrush, Ms. Shobna Mehta, Mr. Vinay Bhide, Mr. Smita Shah, Mr. Yusuf Rangwala, Mr. Bharat Shah, Mr. Prabhakar Kuvalekar, Mr. Dinesh Bhatia, Mr. Mitesh Gandhi, Mr. Hariram Chaudhary, Ms. H. S. Patel, Ms. Kirti Shah, Mr. Anil Poddar, Mr. Jehangir Batiwala came forward and raised several questions on the turnover, profits, working of the Company, future plans, and sought various clarifications.

All the queries were replied satisfactorily by Mr. Sunil Lulla, Executive Vice Chairman and Managing Director, Ms. Jyoti Deshpande, Executive Director, Mr. Dhirendra Swarup, Chairman of the Audit Committee, Mr. Naresh Chandra and Mr. Kamal Kumar Jain, Group Chief Financial Officer (India).



The Chairman then put the above Resolution to vote by show of hands and declared the same as carried by majority of all the shareholders present at the meeting.

5. **TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND PAID @15% FOR THE FINANCIAL YEAR 2012-13.**

The Chairman informed the Members that the Board of Directors had declared an interim dividend of Rs. 1.50 per equity share to the equity shareholders on February 12, 2013 for the financial year 2012-13. The Board has recommended to the members that looking into the profitability and future business prospects the members of the Company should consider the interim dividend as the total final dividend @ Rs 1.50/- per share for the year 2012-13.

The Chairman then requested the Members to propose the following ordinary resolution, which was proposed by Mr. Jehangir Batiwala, Member.

"**RESOLVED THAT** the interim dividend of Rs.1.50/- per share on equity shares of Rs.10/- each declared by the Board of Directors of the Company at its meeting held on February 12, 2013 be and is hereby approved and confirmed."

The above resolution was seconded by Mr. S. K. Mahajan, Member.

The Chairman then put the above Resolution to vote by show of hands and declared the same as carried by majority of all the shareholders present at the meeting.

6. **RE-APPOINTMENT OF MR. DHIRENDRA SWARUP, AS INDEPENDENT DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION.**

The Chairman informed the Members that pursuant to Section 256 of Companies Act, 1956 and in terms of the Articles of Association of the Company, Mr. Dhirendra Swarup retires by rotation and being eligible offers himself for re-appointment.

The Chairman then requested the Members to propose the following ordinary resolution, which was proposed by Ms. Kirti Shah, Member.

"**RESOLVED THAT** Mr. Dhirendra Swarup, who retires from the Board in accordance with the provisions of Articles of Association and Section 256 of the Companies Act,

1956, be and is hereby elected and re-appointed as Director of the Company whose period of office will be liable to retire by rotation."

The above resolution was then seconded by Mr. Ronald Fernandes.

The Chairman then put the above Resolution to vote by show of hands and declared the same as carried by majority of all the shareholders present at the meeting.

7. **TO RE-APPOINT OF MR. VIJAY AHUJA, AS EXECUTIVE DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION.**

The Chairman further informed the Members that pursuant to Section 256 of the Companies Act, 1956 and in terms of the Articles of Association of the Company, Mr. Vijay Ahuja also retires by rotation and being eligible offers himself for re-appointment.

The Chairman then requested the Members to propose the following ordinary resolution, which was proposed by Mr. Dinesh Gopaldas Bhatia, Member.

"**RESOLVED THAT** Mr. Vijay Ahuja, who retires from the Board in accordance with the provisions of Articles of Association and Section 256 of the Companies Act, 1956, be and is hereby elected and re-appointed as Director of the Company whose period of office will be liable to retire by rotation."

The above resolution was then seconded by Ms. Hutokshi Sam Patel.

The Chairman then put the above Resolution to vote by show of hands and declared the same as carried by majority of all the shareholders present at the meeting.

8. **TO RE-APPOINT OF M/S. WALKER, CHANDIOK & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE TILL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING.**

The Chairman informed the Members that the Statutory Auditors of the Company, M/s. Walker, Chandiok & Co., Chartered Accountants, (Firm Registration No.001076N), retire at this meeting and have confirmed their eligibility under Section 224(1B) of the Companies Act, 1956 and willingness to accept office, if reappointed.

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The Chairman then requested the Members to propose the following ordinary resolution, which was proposed by Ms. Shobhana S Mehta, Member.

"RESOLVED THAT M/s. Walker Chandiok & Co., Chartered Accountants, (Firm Registration No.001076N), be and are hereby reappointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors."

The above resolution was then seconded by Mr. Hariram Chaudhary

The Chairman then put the above Resolution to vote by show of hands and declared the same as carried by majority of all the shareholders present at the meeting.

9. VOTE OF THANKS

There being no other agenda item, the meeting was concluded with vote of thanks to the Chair.

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Place:

Date: Chairman