



June 21, 2022

The Secretary
BSE Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: **533261**

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5thFloor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051
Scrip Code: **EROSMEDIA**

SUB: (a) Declaration of Postal Ballot Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (b) Proceedings of Postal Ballot pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Dear Sir / Madam,

Further to Notice and Corrigendum Notice's to Postal Ballot dated May 19, 2022 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the following:

- Voting Results of Postal Ballot as per the format prescribed in Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements);
- Scrutinizer's Report issued by S.G & Associates, Practicing Company Secretary; and
- Proceedings of Postal Ballot pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Kindly note that based on the Scrutinizer's Report, the Ordinary/Special Resolution(s) set out in the Postal Ballot Notice was duly passed by the Members with requisite majority.

The aforesaid Voting Results along with Scrutinizer's Report are available on the website of the Company at www.erosmediaworld.com.

Kindly take the same on your record.

Yours faithfully,
for **Eros International Media Limited**



Vijay Thaker
VP - Company Secretary & Compliance Officer

Encl: a/a

EROS INTERNATIONAL MEDIA LIMITED

Corporate Office: 9th Floor, 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.erosstx.com / www.erosmediaworld.com
Regd. Office: 201, 2nd Floor, Kailash Plaza, Plot No. A-12, Off New Link Road, Andheri (W), Mumbai - 400053.
CIN No. L99999MH1994PLC080502

Voting Results of the postal Ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Date of the Postal Ballot Notice	19-May-22
2	Voting Start Date	21-May-22
3	Voting End Date	19-Jun-22
4	Total number of shareholders on record date (i.e. May 19, 2022 – cut-off date for e-voting purpose)	64,365
5	No. of shareholders present in the meeting either in person or through proxy	Not Applicable. The resolutions are being passed through Postal Ballot
6	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable. The resolutions are being passed through Postal Ballot
7	Mode of voting	Remote e-voting

Vinod Jha



Item No. 1			Appointment of Mr. Vijay Jayantilal Thaker (DIN: 01867309) as a Director of the Company					
Resolution required: Special / Ordinary			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group*	E-Voting	46090541	15382951	33.376	15382951	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		15382951	33.376	15382951	0	100.000	0.000
Public- Institutions	E-Voting	10804742	0	0.000	0	0	0.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public- Non Institutions	E-Voting	38989589	1107657	2.841	752749	354908	67.959	32.041
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1107657	2.841	752749	354908	67.959	32.041
Total		95884872	16490608	17.198	16135700	354908	97.848	2.152

*Includes shares transferred by way of pledge to pool account of the Lender.

As per the results of the remote e-voting, all the resolutions are being passed with the requisite majority on June 19, 2022 (last day of the e-voting)

Vijay J. Thaker



Item No. 2			Alteration of Memorandum of Association of the Company					
Resolution required: Special / Ordinary			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group*	E-Voting	46090541	15382951	33.376	15382951	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		15382951	33.376	15382951	0	100.000	0.000
Public- Institutions	E-Voting	10804742	0	0.000	0	0	0.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public- Non Institutions	E-Voting	38989589	1108557	2.843	725642	382915	65.458	34.542
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1108557	2.843	725642	382915	65.458	34.542
Total		95884872	16491508	17.199	16108593	382915	97.678	2.322

*Includes shares transferred by way of pledge to pool account of the Lender.

As per the results of the remote e-voting, all the resolutions are being passed with the requisite majority on June 19, 2022 (last day of the e-voting)

Vinay Jha



Item No. 3			Increase in Authorised Share Capital of the Company and Consequential amendment in Memorandum of Association of the Company					
Resolution required: Special / Ordinary			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group*	E-Voting	46090541	15382951	33.376	15382951	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		15382951	33.376	15382951	0	100.000	0.000
Public- Institutions	E-Voting	10804742	0	0.000	0	0	0.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public- Non Institutions	E-Voting	38989589	1108557	2.843	724027	384530	65.313	34.687
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1108557	2.843	724027	384530	65.313	34.687
Total		95884872	16491508	17.199	16106978	384530	97.668	2.332

*Includes shares transferred by way of pledge to pool account of the Lender.

As per the results of the remote e-voting, all the resolutions are being passed with the requisite majority on June 19, 2022 (last day of the e-voting)

Vinay Jhu



Item No. 4			Issue and allotment of Warrants on Preferential Basis					
Resolution required: Special / Ordinary			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group*	E-Voting	46090541	9052144	19.640	9052144	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		9052144	0.000	9052144	0	100.000	0.000
Public- Institutions	E-Voting	10804742	0	0.000	0	0	0.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public- Non Institutions	E-Voting	38989589	1108557	2.843	716105	392452	64.598	35.402
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1108557	2.843	716105	392452	64.598	35.402
Total		95884872	10160701	10.597	9768249	392452	96.138	3.862

*Includes shares transferred by way of pledge to pool account of the Lender.

As per the results of the remote e-voting, all the resolutions are being passed with the requisite majority on June 19, 2022 (last day of the e-voting)





SG & ASSOCIATES
Company Secretaries

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

Eros International Media Limited

201, Kailash Plaza, Opp Laxmi Industrial Estate

Off Andheri Link Road, Andheri (W)

Mumbai - 400053

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')].

Dear Sir,

I, Mr. Suhas S. Ganpule, Practicing Company Secretary having office at 203, 2nd Floor, Mehek Plaza, Above Mehsana Co-op Bank Limited, Maharashtra Bank, Borivali West, Mumbai-400092, was appointed as Scrutinizer by the Board of Directors of M/s. Eros International Media Limited ('the Company') in the meeting held on May 19, 2022 for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 & 03/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 5, 2022 respectively ('MCACirculars') and Regulation 44 of the Listing Regulations, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including



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+91 98200 57999



any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated May 19, 2022:

Sr No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Appointment of Mr. Vijay Jayantilal Thaker (DIN: 01867309) as a Director of the Company
2.	Special Resolution	Alteration of Memorandum of Association of the Company.
3.	Special Resolution	Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.
4.	Special Resolution	Issue and allotment of Warrants on Preferential Basis.

I submit my report as under:

1. As informed by the Company, Postal Ballot Notice along with Explanatory Statement and Remote E-Voting instructions were sent to all those Members, whose E- Mail address were Registered with the Company or Registrar and Share Transfer Agent i.e. Link Intime India Private Limited ('RTA'), or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company (List of Beneficial Owners as maintained by the Depositories) as on Thursday, May 19, 2022 ('Cut- Off date').

2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Act and the Rules thereof including circulars





SEBI Regulations in respect of the Resolution(s) contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL").

3. The Company has published an advertisement on May21, 2022 regarding Service of Postal Ballot Notice to eligible Members in English Newspaper "The Free Press Journal" and in vernacular newspaper "Navshakti".
4. The Members of the Company holding shares as on cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of CDSL i.e. www.evotingindia.com.
5. The remote e-Voting commenced on May21, 2022, 09:00 A.M. and ended on June 19, 2022, 05:00 P.M. Further the remote e-voting process was monitored through the Scrutinizer's secured link provided by CDSL on its designated website at www.evotingindia.com.
6. The remote e-voting was unblocked on June 20,2022 in the presence of two witnesses Ms. Madhuri Bohra and Ms. Kavita Vyas who are not in the employment of the Company and who have signed below:

Ms. Madhuri Bohra

Ms. Kavita Vyas





7. The particulars of remote e-voting report generated from electronic registry of CDSL have been entered in a separate Register maintained for this purpose.
8. E-votes cast upto 05:00 P.M. on June 19, 2022 are considered for the purpose of this report.
9. The remote e-voting was reconciled with the register of members of the Company as on cut-off date as maintained by RTA of the Company.
10. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

Resolution No. 1- (Ordinary Resolution):

Appointment of Mr. Vijay Jayantilal Thaker (DIN: 01867309) as a Director of the Company:

Sr. No.	Number of Valid Votes			Percentage	
	Particulars	E - votes	Ballot Paper		Total
	Assent	16135700	Not Applicable	16135700	97.85%
	Dissent	354908		354908	2.15%
	Total	16490608		16490608	100%





The detail summary of the voting through e-voting is given below:

A. VOTING THROUGH REMOTE E VOTING			
PARTICULARS	NO. OF SHAREHOLDERS	NO. OF EQUITY SHARES	PAID UP VALUE OF THE EQUITY SHARES (in Rs)
a) Total votes received	172	16490608	164906080
b) Less: Invalid votes	---	---	---
c) Net Valid votes cast	172	16490608	164906080
d) Votes with assent for the resolution	154	16135700	161357000
e) Votes with dissent for the resolution	18	354908	3549080

The above Resolution has been passed with requisite majority.

Resolution No. 2- (Special Resolution):

Alteration of Memorandum of Association of the Company:

Sr. No.	Number of Valid Votes			Percentage
	E - votes	Ballot Paper	Total	
Assent	16108593	Not Applicable	16108593	97.68%
Dissent	382915		382915	2.32%
Total	16491508		16491508	100%





The detail summary of the voting through e-voting is given below:

A. VOTING THROUGH REMOTE E VOTING			
PARTICULARS	NO. OF SHAREHOLDERS	NO. OF EQUITY SHARES	PAID UP VALUE OF THE EQUITY SHARES (in Rs)
a) Total votes received	173	16491508	164915080
b) Less: Invalid votes	---	---	---
c) Net Valid votes cast	173	16491508	164915080
d) Votes with assent for the resolution	153	16108593	161085930
e) Votes with dissent for the resolution	20	382915	3829150

The above Resolution has been passed with requisite majority.

Resolution No. 3- (Special Resolution):

Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company:

Sr. No.	Number of Valid Votes			Percentage
	E - votes	Ballot Paper	Total	
Assent	16106978	Not Applicable	16106978	97.67%
Dissent	384530		384530	2.33%
Total	16491508		16491508	100%





The detail summary of the voting through e-voting is given below:

A. VOTING THROUGH REMOTE E VOTING			
PARTICULARS	NO. OF SHAREHOLDERS	NO. OF EQUITY SHARES	PAID UP VALUE OF THE EQUITY SHARES (in Rs)
a) Total votes received	173	16491508	164915080
b) Less: Invalid votes	---	---	---
c) Net Valid votes cast	173	16491508	164915080
d) Votes with assent for the resolution	152	16106978	161069780
e) Votes with dissent for the resolution	21	384530	3845300

The above Resolution has been passed with requisite majority.

Resolution No. 4- (Special Resolution):

Issue and allotment of Warrants on Preferential Basis:

Sr. No.	Number of Valid Votes			Percentage	
	Particulars	E - votes	Ballot Paper		Total
	Assent	9768249	Not Applicable	9768249	96.14%
	Dissent	392452		392452	3.86%
	Total	10160701		10160701	100%





SG & ASSOCIATES

Company Secretaries

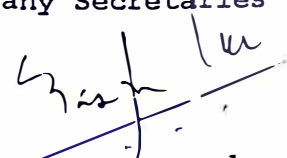
The detail summary of the voting through e-voting is given below:

A. VOTING THROUGH REMOTE E VOTING			
PARTICULARS	NO. OF SHAREHOLDERS	NO. OF EQUITY SHARES	PAID UP VALUE OF THE EQUITY SHARES (in Rs)
a) Total votes received	172	10160701	101607010
b) Less: Invalid votes	---	---	---
c) Net Valid votes cast	172	10160701	101607010
d) Votes with assent for the resolution	145	9768249	97682490
e) Votes with dissent for the resolution	27	392452	3924520

The above Resolution has been passed with requisite majority.

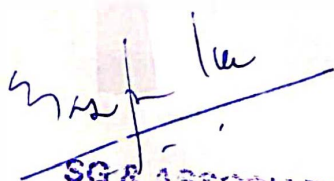
Thanking you,

Yours faithfully,
For SG & Associates
Practicing Company Secretaries


Suhas S. Ganpule
Proprietor
Membership No.: A12122
C. P. No.: 5722
UDIN: A012122D000509641

Place: Mumbai

Date: June 20, 2022


SG & ASSOCIATES
COMPANY SECRETARIES

SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722





SUMMARY OF THE PROCEEDINGS OF ANNOUNCEMENT OF THE RESULTS OF POSTAL BALLOT OF EROS INTERNATIONAL MEDIA LIMITED ON TUESDAY, JUNE 21, 2022 AT THE CORPORATE OFFICE OF THE COMPANY AT 901/902, SUPREME CHAMBERS, OFF. VEERA DESAI ROAD, ANDHERI (WEST), MUMBAI 400053.


- 1) Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, a notice of postal ballot dated May 19, 2022 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company, by electronic form only i.e. by email to all Shareholders/Beneficiaries whose Names appears on the Register of Members/Record of Depositories.
- 2) In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice was dispatched by electronic mode to those Members whose e-mail ids were registered with the Company or depository participant as on the cut-off date i.e., Thursday, May 19, 2022.
- 3) The Board of Directors on May 19, 2022 had approved the said Postal Ballot Notice and also appointed Mr. Suhas Ganpule, Practicing Company Secretary, (Membership No. 12122, CP No: 5722) proprietor of S G. & Associates, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 4) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013 read with the relevant rules, the Company had provided e-voting facility to all its Members in order to enable them to cast their votes electronically. Central Depository Services (India) Limited ("CDSL") was appointed as an agency for providing e-voting facility to all its Members to enable them to cast their votes electronically. The e-voting portal of CDSL for voting purpose remained open from Saturday, May 21, 2022, (9:00 a.m. (IST) onwards) till Sunday, June 19, 2022, (up to 5:00 p.m. (IST)), and thereafter the same was disabled.
- 5) Mr. Suhas Ganpule, Practicing Company Secretary, the Scrutinizer had carried out the scrutiny of votes polled electronically up to 5:00 p.m. on June 19, 2022 and submitted report on June 20, 2022.
- 6) As per the voting results, the Ordinary/Special Resolution(s) set out in the Postal Ballot Notice was duly passed by the Members with requisite majority. In accordance with the Secretarial Standard 2, the ordinary/special resolution shall be deemed to be passed by the members on June 19, 2022.
- 7) Summary of the voting results is as under:



EROS INTERNATIONAL MEDIA LIMITED

Summary of the voting results is as under:

Particulars of Resolutions	E-voting				
	No. of Votes polled	No. of Votes in favour	No. of Votes against	% of Votes favour	% of Votes against
Appointment of Mr. Vijay Jayantilal Thaker (DIN: 01867309) as a Director of the Company.	1,64,90,608	1,61,35,700	3,54,908	97.848	2.152
Alteration of Memorandum of Association of the Company.	1,64,91,508	1,61,08,593	3,82,915	97.678	2.322
Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.	1,64,91,508	1,61,06,978	3,84,530	97.668	2.332
Issue and allotment of Warrants on Preferential Basis.	1,01,60,701	97,68,249	3,92,452	96.138	3.862

Vijay Jh




EROS INTERNATIONAL MEDIA LIMITED

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CIN No. L99999MH1994PLC080502