



September 27, 2019

BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 533261**

National Stock Exchange of India Limited  
Corporate Relationship Department/ Listing Department  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No – C Block, G Block,  
Bandra Kurla Complex, Mumbai 400 051  
**Scrip Code: EROSMEDIA**

Sub: **Disclosure of Voting Results of the 25<sup>th</sup> Annual General Meeting held on September 25, 2019**

Dear Sir,

This is with reference to our earlier communication regarding the Annual General Meeting of the Company. This is to inform that the 25<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, September 25, 2019 at 2.00 P.M. at “The Classic Club”, New Link Road, Behind Infinity Mall, Andheri West, Mumbai 400053.

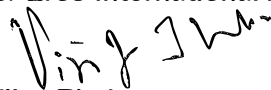
As per the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting, physical ballot and e-voting facility at the venue of the Annual General Meeting to its Shareholders for voting on the business transacted at the Annual General Meeting. The Company had appointed Mr. Suhas Ganpule, Practicing Company Secretary as the Scrutinizer for the remote e-voting, physical ballot and e-voting at the venue of the Annual General Meeting. As per the Scrutinizer’s Report, all Resolutions as set out in the Notice of 25<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority. The Scrutinizer’s Report dated September 27, 2019 is enclosed herewith.

In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Consolidated outcome of the voting held through remote e-voting, physical ballot and e-voting facility at the venue of the Annual General Meeting.

You are requested to kindly take the above information on records.

Thanking you

Yours faithfully,  
for Eros International Media Limited

  
**Vijay Thaker**

**Vice President – Company Secretary and Compliance Officer**



*Encl: As above*

**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.erosplc.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 25th AGM Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of the AGM	25 <sup>th</sup> September, 2019
Total number of shareholders on record date	55,957
No. of shareholders present in the meeting either in person or through proxy:	82
Promoters and Promoter Group:	2
Public:	80
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	


*Vijay Jha*  


Agenda- wise disclosures

ITEM No 1: To Receive, Consider and adopt (a) Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2019, together with Directors Report and Auditors Report thereon & (b) Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2019, together with the Auditors Report thereon:

Resolution required: (Ordinary/ Special)			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 Voters 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	5,95,84,302	4,26,76,811	71.62	4,26,76,811	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		<b>5,95,84,302</b>	<b>4,26,76,811</b>	<b>71.62</b>	<b>4,26,76,811</b>	<b>--</b>	<b>100.00</b>
Public Institution	E-voting	69,97,581	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		<b>6997581</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
Public Non Institutions	E-voting	2,89,26,257	59,64,279	20.62	59,57,099	7,180	99.88	0.12
	Poll		39,176	0.13	35,755	3,421	91.26	8.74
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		<b>2,89,26,257</b>	<b>60,03,455</b>	<b>20.75</b>	<b>59,92,854</b>	<b>10,601</b>	<b>99.82</b>
<b>Total</b>		<b>9,55,08,140</b>	<b>4,86,80,266</b>	<b>50.97</b>	<b>4,86,69,665</b>	<b>10,601</b>	<b>99.98</b>	<b>0.02</b>

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

Vijay Jha  


ITEM No. 2: To appoint a Director in place of Mr. Kishore Arjan Lulla (DIN: 02303295), who retires by rotation. and being eligible, offers himself for re-appointment.:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ <del>promoter group</del> are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Voters 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	5,95,84,302	4,26,76,811	71.62	4,26,76,811	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)							
	<b>Total</b>	<b>5,95,84,302</b>	<b>4,26,76,811</b>	<b>71.62</b>	<b>4,26,76,811</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
Public Institution	E-voting	69,97,581	--	--	--	--	--	--
	Poll							
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>	<b>69,97,581</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
Public Non Institutions	E-voting	2,89,26,257	59,64,279	20.62	39,31,636	20,32,643	65.92	34.08
	Poll		39,176	0.13	35,730	3,446	91.20	8.80
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>	<b>2,89,26,257</b>	<b>6,00,34,55</b>	<b>20.75</b>	<b>39,67,366</b>	<b>20,36,089</b>	<b>66.08</b>	<b>33.92</b>
<b>Total</b>		<b>9,55,08,140</b>	<b>4,86,80,266</b>	<b>50.97</b>	<b>4,66,44,177</b>	<b>20,36,089</b>	<b>95.82</b>	<b>4.18</b>

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



ITEM No. 3: To Re-appoint Mr. Dharendra Swarup (DIN 02878434), as an Independent Director not liable to retire by rotation, to hold office for second term of Five (5) consecutive years from the date of this 25th Annual General Meeting:

Resolution required: (Ordinary/ Special)			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 Voters 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	5,95,84,302	4,26,76,811	71.62	4,26,76,811	--	100.00	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		<b>4,26,76,811</b>	<b>71.62</b>	<b>4,26,76,811</b>	<b>--</b>	<b>100.00</b>	<b>--</b>
Public Institution	E-voting	69,97,581	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		<b>69,97,581</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
Public Non Institutions	E-voting	2,89,26,257	59,64,279	20.62	59,47,110	17,169	99.71	0.08
	Poll		39,176	0.13	35,610	3,565	90.89	9.11
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		<b>60,03,455</b>	<b>20.75</b>	<b>59,82,720</b>	<b>20,735</b>	<b>99.65</b>	<b>0.35</b>
<b>Total</b>		<b>9,55,08,140</b>	<b>4,86,80,266</b>	<b>50.97</b>	<b>4,86,59,531</b>	<b>20,735</b>	<b>99.96</b>	<b>0.04</b>

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



ITEM No. 4: To Consider and approve Material Related Party Transactions between the Company and Colour Yellow Productions Private Limited:

Resolution required: (Ordinary/ Special)			Ordinary 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 Voters 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	5,95,84,302	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		--	--	--	--	--	--
Public Institution	E-voting	69,97,581	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		<b>69,97,581</b>	--	--	--	--	--
Public Non Institutions	E-voting	2,89,26,257	59,64,279	20.62	57,28,380	2,35,899	96.04	3.96
	Poll		39,176	0.13	35,610	3,566	90.89	9.10
	Postal Ballot (if Applicable)		--	--	--	--	--	--
	<b>Total</b>		<b>2,89,26,257</b>	<b>60,03,455</b>	<b>20.75</b>	<b>57,63,990</b>	<b>2,39,465</b>	<b>96.01</b>
<b>Total</b>		<b>9,55,08,140</b>	<b>60,03,455</b>	<b>06.29</b>	<b>57,63,990</b>	<b>2,39,465</b>	<b>96.01</b>	<b>3.99</b>

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





# SG & ASSOCIATES

Company Secretaries

9820057999 / 9819757999  
E-mail : suhas62@yahoo.com  
E-mail : sg.sgfirm@gmail.com

Room No.1, 1st Floor, New Vora House,  
Gram Panchayat Road, Above Kajal  
Jewellers, Goregaon (West), Mumbai - 62.

## Consolidated Report of Scrutinizer on remote e-voting, physical ballot forms and electronic voting at venue of the 25th Annual General Meeting

To,

The Chairman,

Of 25th Annual General Meeting (AGM) of the Shareholders of **EROS International Media Limited** (hereinafter referred as the "Company") held on Wednesday, 25th September 2019, at 2.00 P.M. at 'The Classic Club', New Link Road, Behind Infinity Mall, Andheri West, Mumbai - 400 053.

Dear Sir,

**Re: Scrutinizer's Report on voting through remote e-voting, physical ballot forms and electronic voting at the Annual General Meeting ("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, Suhas Ganpule, Proprietor of SG & Associates Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 12<sup>th</sup> August, 2019 to conduct the following:
1. 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
  2. Electronic voting (e-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 Wednesday, 25th September, 2019.
- B. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday 21<sup>st</sup> September, 2019 (9.00 am) and ended on Tuesday 24<sup>th</sup> September, 2019 (5.00 pm) and the Central Depository Services (India) Limited (CDSL) remote e-voting platform was unblocked thereafter.
- C. The Company has also provided voting by Physical Ballot forms & electronic voting facility by CDSL at the AGM to the members who do not have access to/did not cast their votes through remote e-voting or physical ballot.
- D. The report on e-voting done at the AGM was generated in my presence along with Ms. Reshma Matele and Ms. Aishwarya Khanvilkar.

- E. After closure of the e-voting at the AGM, the report on e-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 25<sup>th</sup> September, 2019 were also considered.
- G. On the basis of the votes exercised by the Members of the Company through remote e-voting, Postal ballot and e-voting at AGM, I have issued separate Scrutinizer's Report dated 27<sup>th</sup> September, 2019.

**Voting Results of the 25th AGM Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of the AGM	25 <sup>th</sup> September, 2019
Total number of shareholders on record date	55,957
No. of shareholders present in the meeting either in person or through proxy:	82
Promoters and Promoter Group:	2
Public:	80
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	



Agenda-wise disclosures

ITEM No 1: To Receive, Consider and adopt (a) Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2019, together with Directors Report and Auditors Report thereon & (b) Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2019, together with the Auditors Report thereon:

Resolution required: (Ordinary / Special)		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 Voters 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	5,95,84,302	4,26,76,811	71.62	4,26,76,811	--	100.00	--			
	Poll		--	--	--	--	--	--			
	Postal Ballot (if Applicable)		--	--	--	--	--	--			
	Total	5,95,84,302	4,26,76,811	71.62	4,26,76,811	--	100.00	--			
Public Institution	E-voting	69,97,581	--	--	--	--	--	--			
	Poll		--	--	--	--	--	--			
	Postal Ballot (if Applicable)		--	--	--	--	--	--			
	Total	69,97,581	--	--	--	--	--	--			
Public Non Institutions	E-voting	2,89,26,257	59,64,279	20.62	59,57,899	7,180	99.88	0.12			
	Poll		39,176	0.135	35,755	3,421	91.26	8.74			
	Postal Ballot (if Applicable)		--	--	--	--	--	--			
	Total	2,89,26,257	60,03,455	20.75	59,92,854	10,601	99.82	0.18			
Total		9,55,08,140	4,86,80,266	50.97	4,86,69,665	19,601	99.98	0.02			

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

ITEM No. 2: To appoint a Director in place of Mr. Kishore Arjan Lulla (DIN: 02303295), who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)		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 Voters 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	5,95,84,302	4,26,76,811	71.52	4,26,76,811	--	100.00	--			
	Poll		--	--	--	--	--	--			
	Postal Ballot (if Applicable) Total										
Public Institution	E-voting	5,95,84,302	4,26,76,811	71.62	4,26,76,811	--	100.00	--			
	Poll	69,97,581	--	--	--	--	--	--			
	Postal Ballot (if Applicable) Total	69,97,581	--	--	--	--	--	--			
Public Non Institutions	E-voting	2,89,26,257	59,64,279	20.52	39,31,636	20,32,643	65.92	34.08			
	Poll		39,176	0.135	35,730	3,446	91.20	8.80			
	Postal Ballot (if Applicable) Total	2,89,26,257	6,00,34,55	20.75	39,67,366	20,36,089	66.08	33.92			
Total		9,55,08,140	4,86,80,266	50.97	4,66,44,177	20,36,089	95.82	4.18			

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

ITEM No. 3: To Re-appoint Mr. Dharendra Swarup (DIN 02878434) as an Independent Director not liable to retire by rotation, to hold office for second term of Five (5) consecutive years from the date of this 25th Annual General Meeting:

Resolution required: (Ordinary / Special)		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 Voters 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	5,95,84,302	4,26,76,811	71.62	4,26,76,811	--	100.00	--			
	Postal Ballot (if Applicable)		--	--	--	--	--	--			
	Total	5,95,84,302	4,26,76,811	71.62	4,26,76,811	--	100.00	--			
Public Institution	E-voting	69,97,581	--	--	--	--	--	--			
	Postal Ballot (if Applicable)		--	--	--	--	--	--			
	Total	69,97,581	--	--	--	--	--	--			
Public Non Institutions	E-voting	2,89,26,257	59,64,279	20.62	59,47,110	17,169	99.71	0.08			
	Postal Ballot (if Applicable)		39,176	0.135	35,610	3,566	90.89	9.11			
	Total	2,89,26,257	60,03,455	20.75	59,82,720	20,735	99.65	0.35			
Total		9,55,08,140	4,86,80,266	50.97	4,86,59,531	20,735	99.96	0.04			

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

ITEM No. 4: To Consider and approve Material Related Party Transactions between the Company and Colour Yellow Productions Private Limited:

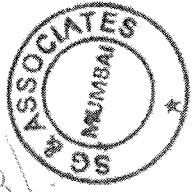
Resolution required: (Ordinary/ Special)		Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Voters polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes 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 Poll	5,95,84,302	--	--	--	--	--	--			
	Postal Ballot (if Applicable)		--	--	--	--	--	--			
	Total	5,95,84,302	--	--	--	--	--	--			
Public Institution	E-voting Poll	69,97,581	--	--	--	--	--	--			
	Postal Ballot (if Applicable)		--	--	--	--	--	--			
	Total	69,97,581	--	--	--	--	--	--			
Public Non Institutions	E-voting Poll	2,89,26,257	59,64,279	20.62	57,28,388	2,35,899	96.04	3.96			
	Postal Ballot (if Applicable)		39,176	0.13	35,610	3,566	90.89	9.10			
	Total	2,89,26,257	60,03,455	20.75	57,63,990	2,39,465	96.01	3.99			
Total		9,55,08,140	60,03,455	06.29	57,63,990	2,39,465	96.01	3.99			

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

H. All the aforesaid resolutions were passed with requisite majority.

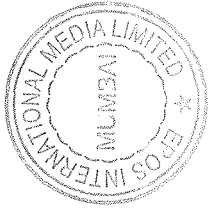
I. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting through Physical Ballot forms and e-voting at the AGM.

Thanking You,  
Yours Faithfully,  
For SG & Associates,



Suhag Gampule  
Proprietor  
CP No. 5722  
Place: Mumbai  
Date: 27<sup>th</sup> September, 2019

For Eros International Media Limited



Chairman/Authorised Signatory  
Place: MUMBAI  
Date: 27<sup>th</sup> September 2019