



In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 20th Annual General Meeting of the Company are furnished below:

- Date of the AGM : 25th September 2014
- Total number of shareholders on record date : 27,555
(i.e. 22nd August 2014 – cut off date for e-voting purpose)

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

Promoters and Promoter Group	2
Public	65

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

Promoters and Promoter Group	Not Arranged
Public	

- Mode of voting: Show of hands/Poll/Postal ballot/E-voting
 - Details of the Agenda
- The following business was transacted by the shareholders:

In case of Poll/Postal ballot/E-voting:

Resolution 1: To receive, consider and adopt the audited financial statements of the Company for the year ended 31 March, 2014, together with the Reports of the Board of Directors and Auditors thereon

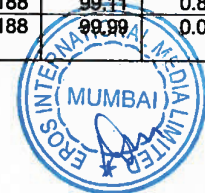
Resolution required: Ordinary

Promoter/Public	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	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	89,53,169	52.36	89,53,169	0	100	0
Public – Others	62,93,949	21,287	0.3382	21,099	188	99.11	0.88
Total	9,22,27,847	77,80,746	84.36	7,78,00,558	188	99.99	0.00

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.



EROS INTERNATIONAL MEDIA LIMITED



Resolution 2: To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation at this Annual General meeting and being eligible, has offered himself for re-appointment

Resolution required: Ordinary

Promoter/Public	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)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	9032606	52.82	18,01,357	72,31,249	19.94	80.06
Public – Others	62,93,949	21237	0.32	21048	189	99.11	0.89
Total	9,22,27,847	7,78,80,133	84.44	7,06,48,695	72,31,438	90.71	9.29

% of votes in favour of the resolution: 90.71%

% of votes against the resolution: 9.29%

Based on the above, the Resolution has been passed with requisite majority.

Resolution 3: To reappoint M/s. Walker Chandlok & Co LLP, Chartered Accountants, (Firm Registration No.001076N), as Auditors and to fix their remuneration

Resolution required: Ordinary

Promoter/Public	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)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	90,32,606	0	100	0
Public – Others	62,93,949	21237	0.33	20998	239	98.87	1.13
Total	9,22,27,847	7,78,80,133	84.44	7,78,79,894	239	99.99	0.00

% of votes in favour of the resolution: 99.99 %

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.



EROS INTERNATIONAL MEDIA LIMITED

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 CIN No. L99999MH1994PLC080502



Resolution 4: Appointment of Mr. Naresh Chandra as an Independent Director of the Company

Resolution required: Ordinary

Promoter/Public	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)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	87,81,249	51.35	83,19,741	4,61,508	94.74	5.26
Public – Others	62,93,949	21237	0.33	21005	232	98.91	1.09
Total	9,22,27,847	7,76,28,776	84.17	7,71,67,036	4,61,740	99.40	0.60

% of votes in favour of the resolution: 99.40%

% of votes against the resolution: 0.60%

Based on the above, the Resolution has been passed with requisite majority.

Resolution 5: Appointment of Mr. Dharendra Swarup as an Independent Director of the Company

Resolution required: Ordinary

Promoter/Public	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)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	9032606	52.82	90,32,606	0	100	0
Public – Others	62,93,949	21237	0.33	21,048	189	99.11	0.89
Total	9,22,27,847	77880134	84.44	77,87,944	189	99.99	0.00

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.



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Resolution 6: Appointment of Dr. Shankar Nath Acharya as an Independent Director of the Company

Resolution required: Ordinary

Promoter/Public	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)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	8571098	4,61,508	94.89	5.11
Public – Others	62,93,949	21,237	0.34	20963	274	98.71	1.29
Total	9,22,27,847	7,78,80,133	84.44	7,74,18,351	4,61,782	99.40	0.60

% of votes in favour of the resolution: 99.40%

% of votes against the resolution: 0.60%

Based on the above, the Resolution has been passed with requisite majority.

Resolution 7: Payment of remuneration to Mr. Kishore Luila, Executive Director of the Company for a period of three years

Resolution required: Special

Promoter/Public	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)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	90,06,199	26,407	99.71	0.00
Public – Others	62,93,949	21,237	0.34	20,865	372	98.25	1.75
Total	9,22,27,847	7,78,80,133	84.44	7,78,53,354	26,779	99.97	0.03

% of votes in favour of the resolution: 99.97%

% of votes against the resolution: 0.03%

Based on the above, the Resolution has been passed with requisite majority.



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Resolution 8: Increase in borrowing limits of the Company upto Rs. 2000 crores

Resolution required: Special

Promoter/Public	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	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	87,81,249	51.35	87,81,249	0	100	0
Public – Others	62,93,949	21237	0.34	20,959	278	98.69	1.31
Total	9,22,27,847	7,76,28,776	84.17	7,76,28,498	278	99.99	0

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.

Resolution 9: Creation of Charges on the moveable and immoveable properties of the Company, both present and future, in respect of borrowings

Resolution required: Special

Promoter/Public	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	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	90,32,606	0	100	0
Public – Others	62,93,949	21237	0.33	20,749	488	97.70	2.30
Total	9,22,27,847	7,78,80,133	84.44	7,78,79,645	488	99.99	0

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.



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Resolution 10: Offer and Issue of Non-Convertible Debentures under Private Placement upto Rs. 750 crores

Resolution required: Special

Promoter/Public	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)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6,88,33,290	6,88,26,290	99.99	6,88,26,290	0	100	0
Public – Institutional holders	17,100,608	90,32,606	52.82	90,32,606	0	100	0
Public – Others	62,93,949	21237	0.00	21052	185	99.13	0.87
Total	9,22,27,847	7,78,80,133	84.44	7,78,79,948	185	99.99	0.00

% of votes in favour of the resolution: 99.99%

% of votes against the resolution: 0%

Based on the above, the Resolution has been passed with requisite majority.



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CIN No. L99999MH1994PLC080502

Scrutinizer's Report

To,

The Chairman,

Of 20th Annual General Meeting of Shareholders of **Eros International Media Limited**, to be held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053.

Dear Sir,

Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and scrutinizing the physical ballot forms received from the shareholders who do not avail of e-voting.

I, Bankim Mehta, proprietor of M/s. Bankim Mehta & Associates, Practicing Company Secretary appointed as Scrutinizer to conduct the voting by way of electronic means (e-voting) in accordance with section 108 of Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 20th Annual General Meeting (AGM) of the Company to be held on September 25, 2014.

1. Pursuant to the Section 101, 108 of the Act and 3(1) of Rules 20 of Companies (Management & Administration) Rules, 2014, the Electronic copy of the Notice convening the 20th Annual General Meeting of the Company and the Annual Report and Statement setting out material facts under section 102 of the Act along with the process of e-voting and the Attendance Slip and Proxy Form was sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 20th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance Slip and Proxy forms was sent to the members in the permitted mode.



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2. The notice convening the meeting was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting system, provided by Central Depository Services (India) Limited (CDSL). The Company has also provided voting by physical ballot papers to the members who do not avail of e-voting facility.
3. The shareholders of the Company holding shares as on the "Cut Off date" of 22nd August, 2014 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 10 in the notice of the 20th Annual General Meeting of the Company.
4. The public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in The Free Press Journal, English newspaper of wide circulation and Nav Shakti, vernacular newspaper on the September 2, 2014.
5. The e-voting period commenced on Friday at 9.00 a.m. (IST) on September 19, 2014 and ended on Saturday, 6.00 p.m. (IST) on September 20, 2014.
6. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, at 6.00 p.m. (IST) on September 20, 2014, the CDSL portal was blocked for voting.
7. The votes cast were unblocked in the presence of two witnesses viz., Mr. Manish G Varma and Mr. Rahul Karnik on Monday, September 22, 2014, who are not in the employment of the Company.
8. The results of e-voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of CDSL.
9. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
10. I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received, respectively.
11. I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions:



A. RESOLUTION NO. 1 - ORDINARY RESOLUTION

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	52	7,77,99,699	--
Physical	19	694	--
Total	71	7,78,00,393	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	83	--
Physical	3	105	--
Total	5	188	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	1	79,437
Physical	3	87
Total	4	79,524



B. RESOLUTION NO. 2 - ORDINARY RESOLUTION

To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation at this Annual General meeting and being eligible, has offered himself for re-appointment.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	34	7,06,47,887	--
Physical	18	644	--
Total	52	7,06,48,531	90.72

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	21	72,31,332	--
Physical	3	105	--
Total	24	72,31,437	9.28

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting		0.00
Physical		4
Total		4

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C. RESOLUTION NO. 3 - ORDINARY RESOLUTION

To reappoint M/s. Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration No. 001076N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the AGM to be held in the calendar year 2017, on such remuneration as may be fixed by the Board of Directors.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	51	7,78,79,053	--
Physical	19	684	--
Total	70	7,78,79,781	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	166	--
Physical	2	65	--
Total	6	231	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	4	137



D. RESOLUTION NO. 4 - SPECIAL RESOLUTION

Appointment of Mr. Naresh Chandra (DIN 00015833) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	45	7,71,66,228	--
Physical	18	644	--
Total	63	7,71,66,872	99.41

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	4,61,634	--
Physical	3	105	--
Total	9	4,61,739	0.59

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	4	2,51,357
Physical	4	137
Total	8	2,51,494



E. RESOLUTION NO. 5 - SPECIAL RESOLUTION

Appointment of Mr. Dharendra Swarup (DIN 02878434) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	53	7,78,79,136	--
Physical	18	644	--
Total	73	7,78,79,780	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	83	--
Physical	3	105	--
Total	5	188	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	4	137

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F. RESOLUTION NO. 6 - SPECIAL RESOLUTION

Appointment of Dr. Shankar Nath Acharya (DIN 00033242) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	49	7,74,17,585	--
Physical	17	601	--
Total	66	7,74,18,186	99.41

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	4,61,634	--
Physical	4	148	--
Total	10	4,61,782	0.59

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	4	137

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G. RESOLUTION NO. 7 - SPECIAL RESOLUTION

Payment of remuneration and commission to Mr. Kishore Lulla (DIN 02303295) as the Executive Director of the Company for a period of three (3) years

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	49	7,78,52,546	--
Physical	18	644	--
Total	67	7,78,53,190	99.97

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	26,673	--
Physical	3	105	--
Total	9	26,778	0.03

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	4	137

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H. RESOLUTION NO. 8 - SPECIAL RESOLUTION

Increase in borrowing limits upto ₹2000 crores or the aggregate of paid capital and free reserves of the Company, whichever is higher

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	47	7,76,27,696	--
Physical	18	644	--
Total	65	7,76,28,340	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	166	--
Physical	3	105	--
Total	7	271	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	4	2,51,357
Physical	4	137
Total	8	2,51,494



I. RESOLUTION NO. 9 - SPECIAL RESOLUTION

Creation of Charges on the movable and immoveable properties of the Company, both present and future, in respect of borrowings

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	52	7,78,78,886	--
Physical	18	601	--
Total	70	7,78,79,487	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	3	333	--
Physical	4	148	--
Total	7	481	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting		0.00
Physical		4
Total		4



J. RESOLUTION NO. 10 - SPECIAL RESOLUTION

Offer and issue of Non-Convertible Securities under Private Placement upto ₹ 750 crores

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	55	7,78,79,219	--
Physical	16	571	--
Total	71	7,78,79,790	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0.00	0.00	--
Physical	5	178	--
Total	5	178	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system and through Physical Ballots	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
Total	4	137

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The Register, all other papers and relevant records relating to e-voting and physical ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 20th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

For Bankim Mehta & Associates
Company Secretaries





Bankim Mehta
Proprietor

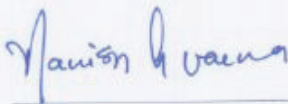
ACS No. 18248

C. P. No. 8959

Place: Mumbai

Date: 22.09.2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Services Limited, (CDSL) (<https://www.evoting.nsdl.com/>) in our presence on 20th September, 2014 at the office of the Scrutinizer.



Manish G Varma

Address: 36, 4th Floor, Western India House, Sir P.M. Road, Fort, Mumbai-400001.



Rahul Karnik

Address: 36, 4th Floor, Western India House, Sir P.M. Road, Fort, Mumbai-400001.

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Of 20th Annual General Meeting of the Equity Shareholders of **Eros International Media Limited**, held on
Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West,
Mumbai 400053.

Dear Sir,

I, Bankim Mehta, proprietor of M/s. Bankim Mehta & Associates, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 20th Annual General Meeting of the Equity Shareholders of **Eros International Media Limited**, to be held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



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4. The result of the Poll is as under:

ORDINARY RESOLUTION NO. 1

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014, together with the Reports of the Board of Directors and Auditors thereon.

- (i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
16	165	100

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0.00	0.00	0.00

- (iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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ORDINARY RESOLUTION NO. 2

To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation at this Annual General meeting and being eligible, has offered himself for re-appointment.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	164	99.40

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	1	0.60

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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ORDINARY RESOLUTION NO. 3

To reappoint M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration No. 001076N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the AGM to be held in the calendar year 2017, on such remuneration as may be fixed by the Board of Directors.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
14	157	95.15

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	8	4.85

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 4

Appointment of Mr. Naresh Chandra (DIN 00015833) as an Independent Director

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	164	99.40

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	1	0.60

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 5

Appointment of Mr. Dhirendra Swarup (DIN 02878434) as an Independent Director

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	164	99.60

(ii) Voted **against** the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	1	0.40

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 6

Appointment of Dr. Shankar Nath Acharya (DIN 00033242) as an Independent Director

(i) Voted in favor of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
16	165	100

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 7

Payment of remuneration and commission to Mr. Kishore Lulla (DIN 02303295) as the Executive Director of the Company for a period of three (3) years

(i) Voted in favor of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	164	99.60

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	1	0.40

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 8

Increase in borrowing limits upto ₹2000 crores or the aggregate of paid capital and free reserves of the Company, whichever is higher

(i) Voted in favor of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	158	95.76

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	7	4.24

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 9

Creation of Charges on the movable and immoveable properties of the Company, both present and future, in respect of borrowings

(i) Voted in favor of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	158	95.76

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	7	4.24

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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SPECIAL RESOLUTION NO. 10

Offer and issue of Non-Convertible Securities under Private Placement upto ₹ 750 crores

(i) Voted in favor of the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	158	95.76

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	7	4.24

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1,53,632

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5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Bankim



Scrutinizer

Name: Mr. Bankim Mehta

Practising Company Secretary

ACS No. 18248

C. P. No. 8959

Place: Mumbai

Date: 25.09.2014

Combined Scrutinizer's Report

To,

The Chairman,

Of 20th Annual General Meeting of Shareholders of **Eros International Media Limited**, held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053.

Dear Sir,

Re: Combined Scrutinizer's Report on E-voting, Physical ballot forms received from the shareholders who do not avail of e-voting and Poll.

I, Bankim Mehta, proprietor of M/s. Bankim Mehta & Associates, Practicing Company Secretary appointed as Scrutinizer for the purpose of e-voting, ballot received by post and poll taken on the below mentioned resolution(s), at the 20th Annual General Meeting ('AGM') of the Equity Shareholders of **Eros International Media Limited**, held on Thursday, September 25, 2014 at 2.30 p.m. at "The Classique Club", New Link Road, Andheri West, Mumbai 400053, submit our report as under:

1. The Board of Directors of the Company have appointed Mr. Bankim Mehta as Scrutinizer for the e-voting process and for the Physical ballot forms received from the shareholders. The E-voting was concluded on September 20, 2014 at 6.00 p.m. (IST), for further details kindly refer to Scrutinizer's report dated September 22, 2014, attached herewith.
2. The Company has also given the option of voting through Ballot by post to facilitate the Members who could not participate in the e-voting or who could not present for the meeting. The voting through Postal Ballot was concluded on September 20, 2014 at 6.00 p.m. (IST), for further details kindly refer to Scrutinizer's report dated September 22, 2014, attached herewith.
3. At the 20th AGM of the Company held on 25th September, 2014, the Chairman of the Company had, as statutorily required, called for a Poll to facilitate the Members present in the meeting who could not participate in the E-Voting and Postal Ballot to record their votes through the Poll process. For further details kindly refer to Scrutinizer Report in Form No. MGT-14 dated 25th September, 2014 attached herewith.
4. Results of the E-voting/Postal Ballot together with that of the Poll is as under:



A. RESOLUTION NO. 1 - ORDINARY RESOLUTION

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	52	7,77,99,699	--
Physical	19	694	--
AGM Poll	16	165	--
Total	87	7,78,00,558	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	83	--
Physical	3	105	--
AGM Poll	0.00	0.00	--
Total	5	188	0.00

(iii) **Invalid votes:**

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	1	79,437
Physical	3	87
AGM Poll	12	1,53,632
Total	16	2,33,156



B. RESOLUTION NO. 2 - ORDINARY RESOLUTION

To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation at this Annual General meeting and being eligible, has offered himself for re-appointment.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	34	7,06,47,887	--
Physical	18	644	--
AGM Poll	15	164	--
Total	67	7,06,48,695	90.71

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	21	72,31,332	--
Physical	3	105	--
AGM Poll	1	1	--
Total	25	72,31,438	9.29

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	16	1,53,769



C. RESOLUTION NO. 3 - ORDINARY RESOLUTION

To reappoint M/s. Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration No. 001076N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the AGM to be held in the calendar year 2017, on such remuneration as may be fixed by the Board of Directors.

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	51	7,78,79,053	--
Physical	19	684	--
AGM Poll	14	157	--
Total	84	7,78,79,894	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	166	--
Physical	2	65	--
AGM Poll	2	8	--
Total	8	239	0.00

(iii) **Invalid votes:**

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	16	1,53,769



D. RESOLUTION NO. 4 - SPECIAL RESOLUTION

Appointment of Mr. Naresh Chandra (DIN 00015833) as an Independent Director

(i) Voted in favor of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	45	7,71,66,228	--
Physical	18	644	--
AGM Poll	15	164	--
Total	78	7,71,67,036	99.40

(ii) Voted against the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	4,61,634	--
Physical	3	105	--
AGM Poll	1	1	--
Total		4,61,740	0.60

(iii) Invalid votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	4	2,51,357
Physical	4	137
AGM Poll	12	1,53,632
Total	20	4,05,126



E. RESOLUTION NO. 5 - SPECIAL RESOLUTION

Appointment of Mr. Dharendra Swarup (DIN 02878434) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	53	7,78,79,136	--
Physical	18	644	--
AGM Poll	15	164	--
Total	86	7,78,79,944	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	83	--
Physical	3	105	--
AGM Poll	1	1	--
Total	6	189	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	16	1,53,769

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F. RESOLUTION NO. 6 - SPECIAL RESOLUTION

Appointment of Dr. Shankar Nath Acharya (DIN 00033242) as an Independent Director

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	49	7,74,17,585	--
Physical	17	601	--
AGM Poll	16	165	--
Total	82	7,74,18,351	99.40

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	4,61,634	--
Physical	4	148	--
AGM Poll	0.00	0.00	--
Total	10	4,61,782	0.60

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	16	1,53,769

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G. RESOLUTION NO. 7 - SPECIAL RESOLUTION

Payment of remuneration and commission to Mr. Kishore Lulla (DIN 02303295) as the Executive Director of the Company for a period of three (3) years

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	49	7,78,52,546	--
Physical	18	644	--
AGM Poll	15	164	--
Total	82	7,78,53,354	99.97

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	6	26,673	--
Physical	3	105	--
AGM Poll	1	1	--
Total	10	26,779	0.03

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	16	1,53,769

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H. RESOLUTION NO. 8 - SPECIAL RESOLUTION

Increase in borrowing limits upto ₹2000 crores or the aggregate of paid capital and free reserves of the Company, whichever is higher

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	47	7,76,27,696	--
Physical	18	644	--
AGM Poll	15	158	--
Total	80	7,76,28,498	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	166	--
Physical	3	105	--
AGM Poll	1	7	--
Total	8	278	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	4	2,51,357
Physical	4	137
AGM Poll	12	1,53,632
Total	20	4,05,126



I. RESOLUTION NO. 9 - SPECIAL RESOLUTION

Creation of Charges on the movable and immoveable properties of the Company, both present and future, in respect of borrowings

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	52	7,78,78,886	--
Physical	18	601	--
AGM Poll	15	158	--
Total	85	7,78,79,645	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares).	% of total number of valid votes cast
E-voting	3	333	--
Physical	4	148	--
AGM Poll	1	7	--
Total	8	488	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	16	1,53,769



J. RESOLUTION NO. 10 - SPECIAL RESOLUTION

Offer and issue of Non-Convertible Securities under Private Placement upto ₹ 750 crores

(i) Voted **in favor** of the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	55	7,78,79,219	--
Physical	16	571	--
AGM Poll	15	158	--
Total	86	7,78,79,948	99.99

(ii) Voted **against** the resolution:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	0.00	0.00	--
Physical	5	178	--
AGM Poll	1	7	--
Total	6	185	0.00

(iii) **Invalid** votes:

	Number of members voted through e-voting system/through Physical Ballots/AGM Poll	Number of Votes cast (Shares)
E-voting	0.00	0.00
Physical	4	137
AGM Poll	12	1,53,632
Total	16	1,53,769

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Based on the foregoing, the resolution no(s). 1 to 10 shall be deemed to have been passed with the requisite majority.

Thanking you,
Yours faithfully,

Bankim



Scrutinizer

Name: Mr. Bankim Mehta

Practising Company Secretary

ACS No. 18248

C. P. No. 8959

Place: Mumbai

Date: 26.09.2014