



September 30, 2016

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
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Dear Sir/Madam,

**Sub: Proceedings of the 22<sup>nd</sup> Annual General Meeting of Eros International Media Limited**

With reference to the Regulation 30 Part A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 we hereby submit the proceeding of the 22<sup>nd</sup> Annual General Meeting (“AGM”) of Eros International Media Limited held on September 29, 2016 at 2.30 p.m. at “The Club”, D N Nagar, Andheri West, Mumbai 400053, Maharashtra.

Kindly take the note of the above.

**For Eros International Media Limited**



**VP – Company Secretary & Compliance Officer**

**Dimple Mehta**

Encl: As Above

**EROS INTERNATIONAL MEDIA LIMITED**

Corporate Office: 901/902, Supreme Chambers, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.  
Tel.: +91-22-6602 1500 Fax: +91-22-6602 1540 E-mail: eros@erosintl.com • www.erosintl.com  
Regd. Office: Kailash Plaza, 2<sup>nd</sup> Floor, Plot No. 12, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.  
CIN No. L99999MH1994PLC080502



## SUMMARY OF PROCEEDINGS OF 22<sup>ND</sup> AGM OF THE COMPANY

The 22<sup>nd</sup> AGM of the Members of Eros International Media Limited was held on Thursday, September 29, 2016 at 2.30 p.m. at "The Club", D N Nagar, Andheri West, Mumbai 400053, Maharashtra.

Mr. Naresh Chandra, Non-Executive Chairman & Independent Director of the Company, took the chair and presided over the Meeting.

As required, all the requisite Statutory Registers, proxy Register and other documents were kept available for inspection by the Members.

The requisite quorum being present the Chairman called the meeting to order.

The Company had provided remote e-voting facilities, voting through ballot (who did not have e-voting access) and the facility of voting through ballots at the venue of AGM for shareholders who did not cast their votes earlier.

Mr. Makarand Joshi, Practicing Company Secretary, and a partner of M/s. Makarand M. Joshi & Co., and Mr. Sanjay Bhora, Member of the Company were appointed as the Scrutinizer for scrutinizing the voting process in a fair and transparent manner.

The Chairman took up the following items of Business set out in the Notice of the Meeting:

### **ORDINARY BUSINESS:**

**Resolution 1:** To receive, consider and adopt audited financial statements of the Company for the year ended 31 March, 2016 together with Directors Report and Auditors Report thereon & audited consolidated financial statements for the year ended 31 March, 2016 together with the auditors report thereon. (Ordinary Resolution)

**Resolution 2:** To ratify the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountant, Mumbai (Registration No. – 001076N/N500013) Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the

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conclusion of the next Annual General Meeting of the Company and to fix their remuneration.  
(Ordinary Resolution)

**SPECIAL BUSINESS:**

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

All the above resolutions were passed with the requisite majority as stated in the scrutinizer Report annexed herewith as Annexure A.

Resolution	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution 1	75,889,425	251	100.00	0.00
Resolution 2	75,885,992	3,641	100.00	0.00
Resolution 3	28,762,958	428	100.00	0.00

The meeting was concluded with vote of thanks to the chair.

Request you to kindly take the above on record.

**For Eros International Media Limited**



**VP – Company Secretary & Compliance Officer**

**Dimple Mehta**

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# MAKARAND M. JOSHI & CO.

## Company Secretaries

"Ecstasy, 803/804, 9<sup>th</sup> Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

### Consolidated Report of Scrutinizer on remote e-voting, Physical Ballot forms and voting at the Annual General Meeting

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

Dear Sir,

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

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on May 27, 2016 to conduct the following
- (i) **Remote e-voting** process and to scrutinize the **Physical Ballot forms** received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Thursday, 29<sup>th</sup> September, 2016
- B. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL). for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday 26<sup>th</sup> September 2016 (9.00 am) and ended on Wednesday 28<sup>th</sup> September 2016 (5.00 pm) and the National Securities Depository Limited (NSDL) remote e-voting platform was unblocked thereafter.



- C. The Company has also provided voting by Physical Ballot forms to the members who do not have access to remote e-voting.
- D. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting through Physical Ballot forms, I have issued separate Scrutinizer's Report dated 29<sup>th</sup> September, 2016
- E. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- F. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted. Votes cast through physical ballot forms received up to 28<sup>th</sup> September, 2016 were also considered.
- G. The report on voting done at the AGM was generated in my presence along with Mr. Saurabh Agarwal and Mr. Omkar Dindorkar
- H. On the basis of the votes exercised by the shareholders of the Company by way of voting at the AGM of the Company held on Thursday, 29<sup>th</sup> September, I have issued Scrutinizer's Report dated 29<sup>th</sup> September, 2016



**Resolution Item No. 1 - Ordinary Resolution:**

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

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	Remote E-Voting	68833290	68826290	99.99	68826290	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		<b>68826290</b>	<b>99.99</b>	<b>68826290</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public – Institutional holders</b>	Remote E-Voting	9822047	6941868	70.68	6941868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		<b>6941868</b>	<b>70.68</b>	<b>6941868</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institution</b>	Remote E-Voting	14940999	120577	0.81	120327	250	99.79	0.21
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	Total		<b>121518</b>	<b>0.81</b>	<b>121267</b>	<b>251</b>	<b>99.79</b>	<b>0.21</b>
<b>Total</b>		<b>93596336</b>	<b>75889676</b>	<b>81.08</b>	<b>75889425</b>	<b>251</b>	<b>100.00</b>	<b>0.00</b>

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



**Resolution Item No. 2 - Ordinary Resolution:**

Ratifying the appointment of Statutory Auditors of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	Remote E-Voting	68833290	68826290	99.99	68826290	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>68826290</b>	<b>99.99</b>	<b>68826290</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public – Institutional holders</b>	Remote E-Voting	9822047	6941868	70.68	6941868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6941868</b>	<b>70.68</b>	<b>6941868</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institution</b>	Remote E-Voting	14940999	120534	0.81	116894	3640	96.98	3.02
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	<b>Total</b>		<b>121475</b>	<b>0.81</b>	<b>117834</b>	<b>3641</b>	<b>97.00</b>	<b>3.00</b>
<b>Total</b>		<b>93596336</b>	<b>75889633</b>	<b>81.08</b>	<b>75885992</b>	<b>3641</b>	<b>100.00</b>	<b>0.00</b>

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





### Resolution Item No. 3 - Ordinary Resolution

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

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	Remote E-Voting	68833290	21700000	31.53	21700000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>21700000</b>	<b>31.53</b>	<b>21700000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public – Institutional holders</b>	Remote E-Voting	9822047	6941868	70.68	6941868	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6941868</b>	<b>70.68</b>	<b>6941868</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institution</b>	Remote E-Voting	14940999	120577	0.81	120150	427	99.65	0.35
	Poll		644	0.00	644	0	100.00	0.00
	Ballot		297	0.00	296	1	99.66	0.34
	<b>Total</b>		<b>121518</b>	<b>0.81</b>	<b>121090</b>	<b>428</b>	<b>99.65</b>	<b>0.35</b>
<b>Total</b>		<b>93596336</b>	<b>28763386</b>	<b>30.73</b>	<b>28762958</b>	<b>428</b>	<b>100.00</b>	<b>0.00</b>

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





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

Thanking you,

Yours faithfully,

**For Makarand M. Joshi & Co.,  
Practicing Company Secretaries**

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

