



September 29, 2017

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers 25 th Floor, Dalal Street, Mumbai – 400 001 Scrip Code: 533261	National Stock Exchange of India Limited Corporate Relationship Department/ Listing Department Exchange Plaza, 5 th 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 23rd 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 23rd Annual General Meeting (“AGM”) of Eros International Media Limited held on September 28, 2017 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


Dimple Mehta

VP – Company Secretary & Compliance Officer



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, 2nd Floor, Plot No. 12, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.
CIN No. L99999MH1994PLC080502



SUMMARY OF PROCEEDINGS OF 23RD AGM OF THE COMPANY

The 23rd AGM of the Members of Eros International Media Limited was held on Thursday, September 28, 2017 at 2.30 p.m. at "The Club", D N Nagar, Andheri West, Mumbai 400053, Maharashtra.

Mr. Dhirendra Swarup, Chairman 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 Chairman requested the shareholders to observe two minutes of silence as a part of paying tribute to Late Mr. Naresh Chandra, Chairman and Independent Director of the Company who passed away on July 9, 2017.

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

Mr. Makarand Joshi, Practicing Company Secretary and Mr. Bhavin Mehta, 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 (a) audited financial statements of the Company for the year ended 31 March 2017 together with Directors Report and Auditors Report thereon & (b) audited consolidated financial statements for the year ended 31 March, 2017 together with the auditors report thereon. (Ordinary Resolution)

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Resolution 2: To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Resolution 3: To appoint the Statutory Auditors of the Company and fix their remuneration. (Ordinary Resolution)

SPECIAL BUSINESS:

Resolution 4: Payment of remuneration to Mr. Kishore Lulla (DIN 02303295) on his re-appointment as Executive Director. (Special Resolution)

Resolution 5: To approve Eros International Media Limited - Employee Stock Option Scheme 2017 and grant of stock options to the employees of the Company under the said Scheme. (Special Resolution)

Resolution 6: To approve the grant of Stock options to the eligible employees of the Company's holding and subsidiaries under the Eros International Media Limited - Employee Stock Option Scheme 2017. (Special 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	59,462,594	70	100%	0.00%
Resolution 2	55,690,306	3,773,066	93.65%	6.35%
Resolution 3	59,462,499	828	100%	0.00%
Resolution 4	57,455,383	2,007,989	96.62%	3.38%
Resolution 5	56,836,620	2,626,752	95.58%	4.42%
Resolution 6	56,836,520	2,626,852	95.58%	4.42%

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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

A handwritten signature in blue ink that reads "Dimple Mehta". The signature is written in a cursive style with a horizontal line underneath.

Dimple Mehta

VP – Company Secretary & Compliance Officer



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MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080 (T) 022-21678100

Consolidated Report of Scrutinizer on remote e-voting, Physical Ballot forms and voting at the 23rd Annual General Meeting

To,
The Chairman,
Of 23rd Annual General Meeting (AGM) of the Shareholders of **EROS International Media Limited** (hereinafter referred as the "Company") held on Thursday, 28th September 2017, 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 26, 2017 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, 28th September, 2017.
- 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 Sunday, 24th September, 2017 (9.00 am) and ended on Wednesday, 27th September, 2017 (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 28th September, 2017.
- 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 27th September, 2017 were also considered.
- G. The report on voting done at the AGM was generated in my presence along with Mr. Omkar Dindorkar and Mr. Abhishek Gupta.
- 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, 28th September, 2017 I have issued Scrutinizer's Report dated 28th September, 2017.



Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt:

- a) audited Financial Statements of the Company for the year ended 31st March 2017, together with the Directors Report and Auditors Report thereon and;
- b) audited Consolidated Financial Statements for the year ended 31st March 2017, together with the Auditors Report thereon;

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)] * 100
Promoter and Promoter Group	Remote E-Voting	57116440	55097204	96.46	55097204	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		55097204	96.46	55097204	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	6262280	3769848	60.20	3769848	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		3769848	60.20	3769848	0	100.00	0.00
Public- Non Institution	Remote E-Voting	31071558	595232	1.92	595163	69	99.99	0.01
	Poll		10	0.00	10	0	100.00	0.00
	Ballot		370	0.00	369	1	99.73	0.27
	Total		595612	1.92	595542	70	99.99	0.01
Total		94450278	59462664	62.96	59462594	70	100.00	0.00

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



Resolution Item No. 2 - Ordinary Resolution:

To appoint a Director in place of Mr. Kishore Lulla (DIN:02303295), who retires by rotation and being eligible, offers himself for re-appointment;

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} * 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	Remote E-Voting	57116440	55097204	96.46	55097204	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		55097204	96.46	55097204	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	6262280	3769848	60.20	0	3769848	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		3769848	60.20	0	3769848	0	100.00
Public- Non Institution	Remote E-Voting	31071558	595940	1.92	592723	3217	99.46	0.54
	Poll		10	0.00	10	0	100.00	0.00
	Ballot		370	0.00	369	1	99.73	0.27
	Total		596320	1.92	593102	3218	99.46	0.54
Total		94450278	59463372	62.96	55690306	3773066	93.65	6.35

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



Resolution Item No. 3 - Ordinary Resolution:

To appoint Statutory Auditor of the Company and to fix their remuneration;

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	57116440	55097204	96.46	55097204	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		55097204	96.46	55097204	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	6262280	3769848	60.20	3769848	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		3769848	60.20	3769848	0	100.00	0.00
Public- Non Institution	Remote E-Voting	31071558	595935	1.92	595108	827	99.86	0.14
	Poll		10	0.00	10	0	100.00	0.00
	Ballot		330	0.00	329	1	99.70	0.30
	Total		596275	1.92	595447	828	99.86	0.14
Total		94450278	59463327	62.96	59462499	828	100.00	0.00

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



Resolution Item No. 4 - Special Resolution:

Payment of remuneration to Mr. Kishore Lulla (DIN:02303295), on his re-appointment as Executive Director;

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	Remote E-Voting	57116440	55097204	96.46	55097204	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		55097204	96.46	55097204	0	100.00	0.00
Public - Institutional holders	Remote E-Voting		3769848	60.20	1765323	2004525	46.83	53.17
	Poll	6262280	0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		3769848	60.20	1765323	2004525	46.83	53.17
Public- Non Institution	Remote E-Voting		595940	1.92	592518	3422	99.43	0.57
	Poll	31071558	10	0.00	10	0	100.00	0.00
	Ballot		370	0.00	328	42	88.65	11.35
	Total		596320	1.92	592856	3464	99.42	0.58
Total		94450278	59463372	62.96	57455383	2007989	96.62	3.38

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



Resolution Item No. 5 - Special Resolution:

To approve Eros International Media Limited- Employee Stock Option Scheme 2017 and grant of stock options to the employees of the Company under the said scheme;

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	57116440	55097204	96.46	55097204	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		55097204	96.46	55097204	0	100.00	0.00
Public - Institutional holders	Remote E-Voting		3769848	60.20	1144385	2625463	30.36	69.64
	Poll	6262280	0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		3769848	60.20	1144385	2625463	30.36	69.64
Public- Non Institution	Remote E-Voting		595940	1.92	594653	1287	99.78	0.22
	Poll	31071558	10	0.00	10	0	100.00	0.00
	Ballot		370	0.00	368	2	99.46	0.54
	Total		596320	1.92	595031	1289	99.78	0.22
Total		94450278	59463372	62.96	56836620	2626752	95.58	4.42

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



Resolution Item No. 6 - Special Resolution:

To approve the grant of Stock options to the eligible employees of the Company's holding and subsidiaries under the Eros International Media Limited - Employee Stock Option Scheme 2017:


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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Remote E-Voting	57116440	55097204	96.46	55097204	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		55097204	96.46	55097204	0	100.00	0.00
Public - Institutional holders	Remote E-Voting	6262280	3769848	60.20	1144385	2625463	30.36	69.64
	Poll		0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		3769848	60.20	1144385	2625463	30.36	69.64
Public- Non Institution	Remote E-Voting	31071558	595940	1.92	594553	1387	99.77	0.23
	Poll		10	0.00	10	0	100.00	0.00
	Ballot		370	0.00	368	2	99.46	0.54
	Total		596320	1.92	594931	1389	99.77	0.23
Total		94450278	59463372	62.96	56836520	2626852	95.58	4.42

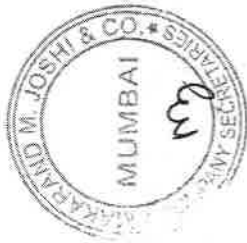
*No. of votes polled does not include 'no. of votes invalid'



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: 29/09/2017



For Eros International Media Limited



Chairman/Authorised Representative
Place: Mumbai
Date: 29/09/2017

