

May 24, 2018

To,
The DCS – CRD
BSE Limited
Pheeroze Jeejeebhoy Towers,
Mumbai 400 001

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref: Target Company – Eros International Media Limited (BSE Script Code: 533261; NSE Script Code: EROSMEDIA)

Dear Sir,

Please find enclosed the disclosure in the prescribed format under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST) relating to encumbrances of shares of Eros International Media Limited held by us.

Kindly take the same on record.

Thanking you
Yours faithfully,

For Eros Worldwide FZ LLC


Authorised Signatory



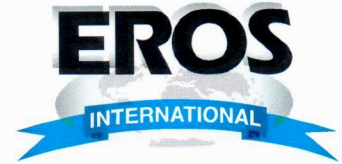
CC: Eros International Media Limited

EROS WORLDWIDE FZ - L.L.C.

529, Building No. 8, Dubai Media City, PO Box No.:502121, Dubai, U.A.E.

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Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|---|---|---|
| Name of the Target Company (TC) | Eros International Media Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Eros Worldwide FZ LLC | | |
| Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited National Stock Exchange of India Limited | | |
| Details of the acquisition / disposal as follows | Number | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (*) |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 8,474,688 | 8.92% | 8.92% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) (Carrying Voting Rights) | 26,934,752 | 28.36% | 28.36% |
| c) Voting rights (VR) otherwise than by shares | -- | -- | -- |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | -- | -- | -- |
| e) Total (a+b+c+d) | 35,409,440 | 37.28% | 37.28% |



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| Details of acquisition/sale | | | |
|--|------------|--------|--------|
| a) Shares carrying voting rights acquired/sold | -- | -- | -- |
| b) VRs acquired /sold otherwise than by shares | -- | -- | -- |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | -- | -- | -- |
| d) Shares encumbered / invoked / by the acquirer (carrying voting rights) (refer Note 1) | 4,100,646 | 4.32% | 4.32% |
| e) Total (a+b+c+/-d) | 4,100,646 | 4.32% | 4.32% |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 4,374,042 | 4.60% | 4.60% |
| b) Shares encumbered with the acquirer (Carrying voting rights) | 31,035,398 | 32.68% | 32.68% |
| c) VRs otherwise than by shares | -- | -- | -- |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | -- | -- | -- |
| e) Total (a+b+c+d) | 35,409,440 | 37.28% | 37.28% |

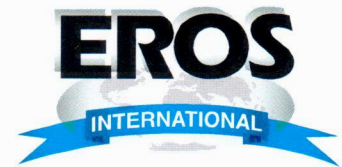



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| | |
|--|--|
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Pledge of 4,100,646 equity shares of Eros International Media Limited |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | 1) Date of Pledge of Shares: Creation: May 17, 2018, May 21, 2018, May 22, 2018 and May 24, 2018 2) Date of trigger (i.e. change exceeds 2% of total shareholding of target Company): May 22, 2018 |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | 95,092,166 Equity Shares of Rs. 10/- each |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | 95,092,166 Equity Shares of Rs. 10/- each |
| Total diluted share/voting capital of the TC after the said acquisition | 95,092,166 Equity Shares of Rs. 10/- each |

* Total share capital/ voting capital has been taken as per the total share capital of the Company as on 31.03.2018 (i.e. 94,971,877 equity shares), being the latest filing done under Regulation 31 of the SEBI (LODR) Regulations, 2015 with stock exchanges.

Subsequently, on April 6, 2018, 120,289 equity shares were allotted as ESOP to the employees of the Company, thereby increasing the paid-up share capital of the Company to 95,092,166 equity shares.

For **Eros Worldwide FZ LLC**

Authorized Signatory



Place: Dubai

Date: May 24, 2018

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NOTE 1: DETAILS OF PLEDGE OF SHARES*

| Date of creation of pledge | Total shareholding of Eros Worldwide FZ LLC prior to pledge | No. of shares pledged | Total shareholding of Eros Worldwide FZ LLC after pledge of shares | % of Shares pledged |
|----------------------------|---|-----------------------|--|---------------------|
| 17-May-18 | 35,409,440 | 133,000 | 35,409,440 | 0.14% |
| 21-May-18 | 35,409,440 | 909,822 | 35,409,440 | 0.96% |
| 22-May-18 | 35,409,440 | 2,764,474 | 35,409,440 | 2.91% |
| 24-May-18 | 35,409,440 | 293,350 | 35,409,440 | 0.31% |
| Total | | 4,100,646 | | 4.31% |

*Form C under SEBI (Prohibition of Insider Trading) Regulation, 2015 and Disclosure under Regulation 31 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the said pledge shall simultaneously be uploaded on the portal.



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