



16 December 2020

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

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

Sub: Disclosure of Voting Results of the 26th Annual General Meeting held on 15 December 2020

Dear Sir,

This is with reference to our earlier communication regarding the Annual General Meeting of the Company. This is to inform that the 26th Annual General Meeting of the Company was held on Tuesday, 15 December 2020 at 3:00 P.M through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.

As per the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and e-voting at the Annual General Meeting to its Shareholders for voting on the business transacted at the 26th Annual General Meeting. The Company had appointed Mr. Suhas Ganpule, Practicing Company Secretary as the Scrutinizer for remote e-voting and e-voting conducted at the Annual General Meeting. As per the Scrutinizer's Report, all the Resolutions as set out in the Notice of 26th Annual General Meeting have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report dated 15 December 2020 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 and e-voting conducted at 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

SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

15th December 2020

To
The Chairman
Eros International Media Limited
201, Kailash Plaza,
Opp. Laxmi Industrial Estate,
Off. Andheri Link Road,
Andheri West, Mumbai 400 053

Dear Sir,

Sub: Scrutinizer's Report on Remote E-Voting and E-Voting conducted at 26th Annual General Meeting of Eros International Media Limited held on 15th December, 2020.

M/s Eros International Media Limited ("the Company") at their Board Meeting held on 9th November, 2020 appointed the undersigned as the Scrutinizer to ensure that the process of Remote E-Voting prior to the 26th Annual General Meeting ("AGM") and E-Voting conducted at the AGM on the Resolutions contained in the Notice dated 9th November, 2020 for the Annual General Meeting of the Company held on 15th December, 2020, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively "Circulars"). The Company had provided e-voting facility at the AGM for those members who did not cast their votes through remote e-voting facility prior to the AGM.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder, applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars, relating to remote e-voting prior to the AGM and e-voting conducted at the AGM on the resolutions as contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and

ensure that the voting done through remote e-voting prior to the AGM and e-voting conducted at the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports in relation to the remote e-voting prior to the AGM and e-voting conducted at the AGM as per the facilities provided by Central Depository Services Limited ("CDSL"), the agency engaged by the Company for the said purposes.

Pursuant to Section 101 of the Act, Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars i.e. by e-mail.

Following Resolutions were proposed for approval by the Members at the AGM:

1. Resolution No. 1 as an Ordinary Resolution for consideration and adoption of
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2020, together with the Report of the Directors' and Auditors thereon;
 - a. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2020, together with the Report of the Auditors thereon;
2. Resolution No. 2 as an Ordinary Resolution for appointment of Mr. Kishore Arjan Lulla (DIN: 02303295), as a Director who retires by rotation and being eligible, offers himself for re-appointment;
3. Resolution No. 3 as a Special Resolution for approval for waiver of excess remuneration for financial year 2019-20 to Mr. Sunil Lulla, an Executive Vice Chairman & Managing Director of the Company;
4. Resolution No. 4 as a Special Resolution to re-appoint Mr. Sunil Lulla (DIN: 00243191) as an Executive Vice Chairman & Managing Director of the Company and payment of remuneration;
5. Resolution No. 5 as an Ordinary Resolution to appoint Ms. Bindu Saxena (DIN: 00167802) as an Independent Director of the Company, not liable to retire by rotation, to hold office for first term of Five (5) consecutive years from the date of this 26th Annual General Meeting;
6. Resolution No. 6 as an Ordinary Resolution to appoint Mr. Farokh P. Gandhi (DIN: 03112612) as a Director of the Company.

The Company provided remote e-voting facility to the Members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility at the AGM to those members who had not cast their votes through remote e-voting, to enable them to cast their votes on the aforesaid resolutions at the AGM.



SG & ASSOCIATES
Company Secretaries

9820057999 / 9819757999
E-mail : suhas62@yahoo.com
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Room No.1, 1st Floor, New Vora House,
Gram Panchayat Road, Above Kajal
Jewellers, Goregaon (West), Mumbai - 62.

Remote e-voting facility was made available to the Members of the Company to exercise their voting rights from 9:00 a.m. IST of Friday, 11th December, 2020 upto 5:00 p.m. IST of Monday, 14th December, 2020. Accordingly, votes casted through remote e-voting upto 5:00 p.m. IST on 14th December, 2020 have been considered for my scrutiny.

After conclusion of the AGM, the voting through remote e-voting prior to the AGM and e-voting conducted at the AGM were unlocked in the presence of two witnesses who are not in employment of the Company. In case of members who cast votes through remote e-voting as well as through e-voting conducted at the AGM, the voting through remote e-voting by such members was treated as valid. A summary of the votes cast by members through remote e-voting prior to the AGM and e-voting conducted at the AGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting and e-voting conducted at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking You,

**For SG & Associates,
Practicing Company Secretaries**

**Suhas Ganpule,
Proprietor
Mem No.: A12122
COP.: 5722
UDIN: A012122B001509134**

Annexure

The Summary of the votes cast through Remote E-Voting and E-Voting conducted at the 26thAGM for each of the resolutions is given below:

1. Resolution No. 1 as an Ordinary Resolution:

To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2020, together with the Report of the Directors' and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2020, together with the Report of the Auditors thereon:

Sr. No	Particulars		Resolution 1	
			No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM		13	33133
B	Votes cast through remote e-voting		203	54447821
	Total		216	54480954
C	Less: Invalid voting		--	---
D	Net Valid voting		216	54480954
	(i)	Voting with assent for the Resolution	213	54480577
	% of Assent			99.99%
	(II)	Voting with dissent for the Resolution	3	377
	% of Dissent			0.01%

The Resolution is passed with requisite majority



Resolution No. 2 as an Ordinary Resolution:

Re-appointment of Mr. Kishore Arjan Lulla (DIN: 02303295), as a Director who retires by rotation and being eligible, offers himself for re-appointment:

Sr. No	Particulars		Resolution 2	
			No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM		13	33133
B	Votes cast through remote e-voting		203	54447821
	Total		216	54480954
C	Less: Invalid voting		--	--
D	Net Valid voting		216	54480954
	(i)	Voting with assent for the Resolution	211	54473277
% of Assent				99.99
	(II)	Voting with dissent for the Resolution	5	7677
% of Dissent				0.01

The Resolution is passed with requisite majority.



3. Resolution No. 3 as a Special Resolution:

Approval for waiver of excess remuneration for financial year 2019-20 to Mr. Sunil Lulla, an Executive Vice Chairman & Managing Director of the Company

Sr. No	Particulars	Resolution 3	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	13	33133
B	Votes cast through remote e-voting	203	54447821
	Total	216	54480954
C	Less: Invalid voting	--	--
D	Net Valid voting	216	54480954
	(i) Voting with assent for the Resolution	209	54472456
% of Assent			99.98
	(II) Voting with dissent for the Resolution	7	8498
% of Dissent			0.02

The Resolution is passed with requisite majority



4. Resolution No. 4 as a Special Resolution:

Re-appointment of Mr. Sunil Lulla (DIN: 00243191) as an Executive Vice Chairman & Managing Director of the Company and payment of remuneration:

Sr. No	Particulars	Resolution 4	
		No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM	13	33133
B	Votes cast through remote e-voting	203	54447821
	Total	216	54480954
C	Less: Invalid voting	--	--
D	Net Valid voting	216	54480954
	(i) Voting with assent for the Resolution	210	54473275
% of Assent			99.99
	(II) Voting with dissent for the Resolution	6	7679
% of Dissent			0.01

The Resolution is passed with requisite majority

5. Resolution No. 5 as an Ordinary Resolution:

Appointment of Ms. Bindu Saxena (DIN: 00167802) as an Independent Director of the Company, not liable to retire by rotation, to hold office for first term of Five (5) consecutive years from the date of this 26th Annual General Meeting

Sr. No	Particulars		Resolution 5	
			No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM		13	33133
B	Votes cast through remote e-voting		203	54447821
	Total		216	54480954
C	Less: Invalid voting		--	--
D	Net Valid voting		216	54480954
	(i)	Voting with assent for the Resolution	213	54480577
% of Assent				99.99
	(II)	Voting with dissent for the Resolution	3	377
% of Dissent				0.01

The Resolution is passed with requisite majority

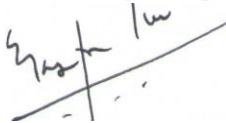
6. Resolution No. 6 as an Ordinary Resolution

Appointment of Mr. Farokh P. Gandhi (DIN: 03112612) as a Director of the Company:

Sr. No	Particulars		Resolution 6	
			No. of members who voted	No. of votes
A	Votes cast through e-voting at AGM		13	33133
B	Votes cast through remote e-voting		203	54447821
	Total		216	54480954
C	Less: Invalid voting		--	--
D	Net Valid voting		216	54480954
	(i)	Voting with assent for the Resolution	212	54480575
% of Assent				99.99
	(II)	Voting with dissent for the Resolution	4	379
% of Dissent				0.01

The Resolution is passed with requisite majority

Thanking You,
 For SG & Associates,
 Practicing Company Secretaries



Suhas Ganpule,
 Proprietor
 Mem No.: A12122
 COP.: 5722
 UDIN: A012122B001509134



Voting Results of the 26th AGM pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	15 December 2020
Total number of shareholders on record date	56,711
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	77
Promoters and Promoter Group:	3
Public:	74



EROS INTERNATIONAL MEDIA LIMITED

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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

Item No. 1			To Receive, Consider and adopt (a) Audited Standalone Financial Statements of the Company for the year ended 31 st March 2020, together with Directors Report and Auditors Report thereon & (b) Audited Consolidated Financial Statements for the year ended 31 st March 2020, together with the Auditors Report thereon					
Resolution required: Special / Ordinary			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 Votes 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	59584302	45415560	76.221	45415560	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		45415560	76.221	45415560	0	100.000	0.000
Public- Institutions	E-Voting	7388990	7381471	99.898	7381471	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		7381471	99.898	7381471	0	100.000	0.000
Public- Non Institutions	E-Voting	28754145	1683923	5.856	1683546	377	99.978	0.006
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1683923	5.856	1683546	377	99.978	0.006
Total		95727437	54480954	56.913	54480577	377	99.999	0.001

*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: Special / Ordinary			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 Votes 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	59584302	45415560	76.221	45415560	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		45415560	76.221	45415560	0	100.000	0.000
Public- Institutions	E-Voting	7388990	7381471	99.898	7381471	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		7381471	99.898	7381471	0	100.000	0.000
Public- Non Institutions	E-Voting	28754145	1683923	5.856	1676246	7677	99.544	0.456
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1683923	5.856	1676246	7677	99.544	0.456
Total		95727437	54480954	56.913	54473277	7677	99.986	0.014

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



Item No. 3			To consider and approve waiver of excess remuneration for financial year 2019-20 to Mr. Sunil Lulla, an Executive Vice Chairman & Managing Director of the Company					
Resolution required: Special / Ordinary			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 Votes 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	59584302	45415560	76.221	45415560	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		45415560	76.221	45415560	0	100.000	0.000
Public- Institutions	E-Voting	7388990	7381471	99.898	7381471	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		7381471	99.898	7381471	0	100.000	0.000
Public- Non Institutions	E-Voting	28754145	1683923	5.856	1675425	8498	99.495	0.505
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1683923	5.856	1675425	8498	99.495	0.505
Total		95727437	54480954	56.913	54472456	8498	99.984	0.016

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



Item No. 4			Re-appointment of Mr. Sunil Lulla (DIN: 00243191) as an Executive Vice Chairman and Managing Director of the Company and payment of remuneration					
Resolution required: Special / Ordinary			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 Votes 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	59584302	45415560	76.221	45415560	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		45415560	76.221	45415560	0	100.000	0.000
Public- Institutions	E-Voting	7388990	7381471	99.898	7381471	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		7381471	99.898	7381471	0	100.000	0.000
Public- Non Institutions	E-Voting	28754145	1683923	5.856	1676244	7679	99.544	0.456
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1683923	5.856	1676244	7679	99.544	0.456
Total		95727437	54480954	56.913	54473275	7679	99.986	0.014

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



Item No. 5			Appointment of Ms. Bindu Saxena (DIN: 00167802) as an Independent Director of the Company, not liable to retire by rotation, to hold office for first term of Five (5) consecutive years from the date of this 26 th Annual General Meeting					
Resolution required: Special / Ordinary			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 Votes 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	59584302	45415560	76.221	45415560	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		45415560	76.221	45415560	0	100.000	0.000
Public- Institutions	E-Voting	7388990	7381471	99.898	7381471	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		7381471	99.898	7381471	0	100.000	0.000
Public- Non Institutions	E-Voting	28754145	1683923	5.856	1683546	377	99.978	0.022
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1683923	5.856	1683546	377	99.978	0.022
Total		95727437	54480954	56.913	54480577	377	99.999	0.001

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



Item No. 6			Appointment of Mr. Farokh P. Gandhi (DIN: 03112612) as a Director of the Company					
Resolution required: Special / Ordinary			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 Votes 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	59584302	45415560	76.221	45415560	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		45415560	76.221	45415560	0	100.000	0.000
Public- Institutions	E-Voting	7388990	7381471	99.898	7381471	0	100.000	0.000
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		7381471	99.898	7381471	0	100.000	0.000
Public- Non Institutions	E-Voting	28754145	1683923	5.856	1683544	379	99.977	0.023
	Ballot Form		0	0.000	0	0	0.000	0.000
	Total		1683923	5.856	1683544	379	99.977	0.023
Total		95727437	54480954	56.913	54480575	379	99.999	0.001

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

