



September 6, 2021

The Secretary
BSE Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 533261

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051
Scrip Code: EROSMEDIA

SUB: Intimation of 27th Annual General Meeting and Book Closure

Dear Sir/Madam,

This is to inform you that 27th Annual General Meeting of the Company is scheduled to be held on Tuesday, September 28, 2021 at 3:00 p.m. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") read with General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively and circular dt.13th January,2021, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") to transact the business as set out in the Notice of the AGM.

Pursuant to Regulation 42 of SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 21, 2021 to Tuesday, September 28, 2021 (both days inclusive) for the purpose of convening 27th Annual General Meeting of the Company.

The remote e-voting facility is provided to the Members of the Company. The cut-off date to determine the eligibility of Members to cast their votes electronically is Tuesday , September 21, 2021.

In terms of Regulation 44 of SEBI Listing Regulations, the remote e-voting facility will be provided to the Members of the Company from Friday, September 24, 2021 (9:00 A.M. IST) and ends on Monday, September 27, 2021 (5:00 P.M. IST).

Please also find enclosed herewith the Notice of the 27th Annual General Meeting of the Company. This will also be placed on our website at www.eiml.site.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For Eros International Media Limited

Vijay Thaker

Vijay Thaker
VP - Company Secretary & 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.erosstx.com
Regd. Office: 201, 2nd Floor, Kailash Plaza, Plot No. A-12, Off New Link Road, Andheri (W), Mumbai - 400053.
CIN No. L99999MH1994PLC080502

NOTICE OF THE 27TH ANNUAL GENERAL MEETING

Regd. Office: 201, Kailash Plaza, Opp. Laxmi Industrial Estate, Off. Andheri Link Road, Andheri West, Mumbai - 400 053, Maharashtra (India).

Corporate Office: 901/902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai -400053, Maharashtra (India).

Phone: +91 22 66021500 | Fax: +91 22 66021540 | Email: compliance.officer@erosintl.com | Website: www.eiml.site

CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the Members of Eros International Media Limited will be held on Tuesday, the 28th day of September, 2021 through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facility, at 3:00 P.M., to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**
 - a. the Audited Financial Statements of the Company for the financial year ended 31 March 2021, 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 2021, together with the Report of the Auditors thereon.
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.

SPECIAL BUSINESS:

3. **Approval for waiver of excess remuneration paid for the financial year 2020-2021 to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration amounting to ₹ 400.16 Lakhs paid to Mr. Sunil Lulla (DIN: 00243191), Executive Vice Chairman & Managing Director for the financial year 2020-2021, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2020-2021 and within the limits as approved by the Members of the Company at their 26th Annual General Meeting held on 15 December 2020.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

4. **Payment of remuneration to Independent Director of the Company in accordance with the provisions of Schedule V of the Act**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time, read with the Articles of Association of the Company, consent of the Company be and is hereby accorded for payment of remuneration to the Non-

Executive Directors, including Independent Directors, of the Company (i.e. Directors other than the Managing Director and/or Whole Time Directors) in case of no / inadequate profits, as calculated under Section 198 of the Act, for the three Financial Years 2020-21, 2021-22 and 2022-23, in accordance with the limits prescribed under Schedule V of the Act and the same be paid and distributed amongst such Directors in such a manner as the Board of Directors may from time to time determine."

5. **Appointment of Mr. Pradeep Dwivedi (DIN: 07780146) as a Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradeep Dwivedi (DIN: 07780146) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14 August 2021 in terms of Section 161(1) of the Act, and Article 153 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director in addition to the Chief Executive Officer of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Director thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

6. **Appointment of Mr. Manmohan Kumar Sardana (DIN: 09294639) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** Mr. Manmohan Kumar Sardana (DIN: 09294639), who was appointed as an Additional Director of the Company with effect from 31 August 2021 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 153 of the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of Mr. Manmohan Kumar Sardana, meets the criteria for independence as provided in

Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of Five (5) consecutive years from the conclusion of this 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company to be held in the Calendar Year 2026 and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI Listing Regulations and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, consent of Members be and is hereby accorded for appointing / continuing the directorship of Mr. Manmohan Kumar Sardana who has exceeded the age of 75 years as an Independent Director.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

7. Conversion of Loan into Equity Shares

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 62 (3) of the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and rules made thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, and subject to all such consent(s), permission(s), sanction(s) of the concerned authorities, as may be required, including any such condition(s) and modification(s) as may be prescribed or imposed, while granting such consent(s), permission (s), the consent of the members be and is hereby accorded to the Board of Directors of the Company for conversion of the outstanding amount of the Restructured Facilities along with interest and any other outstanding secured obligation, in relation to the Restructured Facilities (whether then due and payable or not) (the "Loan") as on that date of conversion in accordance with the terms of the Sanction Letter, at the valuation as per the applicable provisions of the Act, as amended from time to time and the Income-tax Act, 1961, as amended from time to time and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid shall be exercised by the Lenders only in case the default in repayment of loan/advances or in the payment off the interest thereon or any agreed installments of loan is not corrected within 30 days.
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of financing documents, issue and allot the requisite number of fully paid up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders shall accept the same in satisfaction of the part of the Loan so converted.
- (iii) the part of the Loan so converted shall cease to carry interest as from the date of conversion and the Restructured Facilities shall stand correspondingly reduced. Upon such conversion, the repayment installments of the Restructured Facilities payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amount of the Loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects, provided, further that the Company shall increase, if required, the authorized share capital of the Company to satisfy the conversion for the time being available to the Lenders.

- (iv) The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions according to the provisions of the common loan agreement or any other financing documents executed in relation to the Restructured Facilities.

RESOLVED FURTHER THAT the consent of members is hereby given for any amendment, change, modification to the Memorandum of Association and Articles of Association of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize the terms and conditions to convert the Loan into equity shares of the Company on the terms specified in the financing documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to create, offer, issue and allot the aforesaid fully paid up equity shares and to resolve and settle all questions and difficulties or doubts that may arise in this regard including in the proposed allotment, utilization of the proceeds and to do all acts, deeds and things in connection therewith as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot from time to time to the Lenders such number of equity shares for conversion of such portion of the Loans as may be desired by the Lenders on the terms and conditions under the common loan agreement and other financing documents.

RESOLVED FURTHER THAT the Board of Directors are also authorized to increase the authorized share capital of the Company accordingly and will take necessary steps to complete the compliance in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and execute such deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the power herein conferred by this resolution on it, to any committee of Directors or person or persons, as it may in its absolute discretion deem fit on order to give effect to this resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the directors of the Company, be furnished to the Lenders and their consultants or agents."

By Order of the Board of Directors
For **Eros International Media Limited**

Vijay Thaker
Vice President- Company Secretary &
Compliance Officer

Date: 14 August 2021
Place: Mumbai

NOTES

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide its Circular dated 5 May 2020 read with circulars dated 8 April 2020, 13 April 2020 and 13 January 2021 (collectively referred to as "MCA Circulars") permitted the holding of the ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business set out at Item Nos. 3 to 7 of this Notice is annexed as Annexure I. The relevant details as required under Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (SS-2), in respect of Director seeking appointment/re-appointment/fixation of remuneration at this AGM is annexed as Annexure II.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
4. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/ JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address, i.e. compliance.officer@erosintl.com.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2020-21 will also be available on website of the Company, i.e. www.eiml.site, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the CDSL www.evotingindia.com.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 12.
7. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an email to the Company at compliance.officer@erosintl.com.
9. Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, 21 September 2021 to Tuesday, 28 September 2021 (both days inclusive).
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Limited in case the shares are held by them in physical form.
11. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at compliance.officer@erosintl.com at least 10 days before the Meeting. The same will be replied by the Company suitably.
12. Information and other instructions relating to e-voting are as under
 - i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - ii. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide evoting facility to the Members.
 - iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Tuesday, 21 September 2021. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - iv. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Tuesday, 21 September 2021, only shall be entitled to avail the facility of e-voting.
 - v. Members who are holding shares in physical form or who have not registered their email address with the Company/ Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date, i.e. Tuesday, 21 September 2021; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. In case of any queries, members may contact Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, Unit - Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083.

It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited by sending an email at rnt.helpdesk@linkintime.co.in or at Co's email Id compliance.officer@erosintl.com by following due procedure.

However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote
 - vi. Mr. Suhas Ganpule, Practicing Company Secretary, (Membership No. 12122, CP No: 5722) proprietor of S G. & Associates has been appointed as the Scrutinizer for

providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

vii. The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.eiml.site and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

viii. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, 28 September 2021.

ix. Information and other instructions relating to e-voting are as under

a) The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Friday, 24 September 2021. End of e-voting: Up to 5:00 p.m. (IST) on Monday, 27 September 2021. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

b) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC/OAVM but shall not be entitled to cast their vote again.

c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see the respective e-voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown

Type of shareholders	Login Method
	on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- e) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN of the "EROS INTERNATIONAL MEDIA LIMITED".
- j) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- o) If Demat account holder has forgotten the changed password then enter the User ID and the image

verification code and click on Forgot Password & enter the details as prompted by the system.

- p) If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- q) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43
- r) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.officer@erosintl.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES & COMPANY/RTA :

- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - c. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

14. Share transfer documents and all correspondence relating thereto, should be addressed to the Link Intime India Private Limited, Unit - Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 0839, Registrars and Transfer Agent of the Company.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified
16. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime India Private Limited
17. As mandated by SEBI, effective 1 April 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
18. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/ Link Intime India Private Limited for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated 6 November 2018.
19. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to Link Intime India Private Limited. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to Link Intime India Private Limited. These forms will be made available on request.
20. Since the Meeting will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed to this Notice

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/ Members login where the EVSN of the Company will be displayed.
2. The Members can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. However the participation of large Shareholders

- (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience
 4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
 5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at compliance.officer@erosintl.com. Those
- Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
7. The Shareholders who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.
 8. Members who need technical assistance before or during the Meeting can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

By Order of the Board of Directors
For **Eros International Media Limited**

Vijay Thaker
Vice President- Company Secretary &
Compliance Officer

Date: 14 August 2021
Place: Mumbai

Annexure I to the Notice

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Company at its 26th Annual General Meeting re-appointed Mr. Sunil Lulla, as Executive Vice Chairman & Managing Director of the Company for a period of five years with effect from 28 September 2020 till 27 September 2025, by means of Special Resolution passed by the Members at 26th AGM of the Company held on 15 December 2020 on the terms and conditions including payment of remuneration as mentioned therein.

On account of COVID-19 outbreak, the Company was unable to release its films in theatres due to total lockdown or operations of theatres with limited capacity. Owing to the above, it has adversely impacted the revenue and profitability of the Company during financial year 2020-21 and it is possible that the Company may also have inadequate profits in coming years.

As a result of the above, the remuneration paid to Mr. Sunil Lulla for the financial year 2020-21 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. Sunil Lulla is justified in terms of their key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 28 June 2021, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Sunil Lulla and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mr. Sunil Lulla.

The Company has as on date not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Sunil Lulla and Mr. Kishore Lulla and their relatives to the extent of their shareholding interest, if any are concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the accompanying Notice.

Item No. 4:

The Members at the 21st Annual General Meeting held on 3 September 2015 had approved, under the provisions of Section 197 and other applicable provisions of the Act, payment of commission to the Non-Executive Directors, an amount not exceeding 1% of the net profits of the Company in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time. However, taking into consideration the financial loss of the Company, no commission was paid to the Non-Executive Directors for FY 2019-20. The Company has incurred a loss as computed under Section 198 of the Act and therefore no commission would be payable to the Non-Executive Directors for FY 2020-21.

With the recent amendments in Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act notified by MCA vide circulars dated 18 March, 2021, companies having no / inadequate profits can pay remuneration to its Non-Executive Directors (including Independent Directors) within the limits based on the 'effective capital' of a company in accordance with the provisions contained in the amended Schedule V to the Act.

With the enhanced Corporate Governance requirements under the Act and the SEBI Listing Regulations coupled with the size, complexity and global operations of Eros Group, the role and responsibilities of the Board, particularly Independent Directors has become more onerous, requiring greater time commitments, attention as also a higher level of oversight. In view of the above, to incentivize them for their time, contribution rich experience and critical guidance provided, including at the Board and Committee meetings and pursuant to the amended provisions of Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act and based on the recommendations of the NRC at its meeting held on 18 May 2021, the Board of Directors at its meeting held on 28 June 2021 have recommended and approved payment of remuneration to the Non-Executive Directors (including Independent Directors) of the Company within the limits prescribed under Section II of Part II of Schedule V of the Act for the Financial Years 2020-21, 2021-22 and 2022-23 in case of inadequacy of profits/ losses for in any of the said financial year(s).

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT**I. GENERAL INFORMATION:****A) Nature of Industry**

The Indian Media and Entertainment ("M&E") sector fell 24% in the calendar year 2020 to ₹ 1.38 trillion (US\$ 18.9 billion). The report estimated, basis the improvement seen in the last quarter of 2020, that the sector would grow 25% in the calendar year 2021, to ₹ 1.73 trillion (US\$ 23.7 billion), and would continue on the growth trajectory to the calendar year 2023, growing 17% CAGR (from 2020) to ₹ 2.23 trillion. However, given that these expectations were prior to India's second COVID-19 wave in April-May '21, these expectations may be severely impacted.

Television proved to be resilient and continued to be the largest segment, Digital Media overtook the print segment as the second-largest segment, the only segment that saw growth during this period. However, most of this growth came from record growth in subscription revenue, while revenue from advertising for digital media continued to be stable over 2019.

Digital media grow by 6.5% to reach ₹ 235 billion and is projected to grow at 22% CAGR to reach ₹ 425 billion by 2023. In 2020, owing to the pandemic due to the subsequent lockdowns, the revenues from digital subscriptions grew 49% to reach ₹ 43.5 billion. The lockdowns significantly impacted the creation of fresh content on television, especially in the first three quarters of 2020.

B) Date of commencement of commercial production:

The Company was incorporated on 19 August 1994. Immediately after incorporation, the Company had engaged in the activities of production and distribution of films and other entertainment programs.

C) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable**D) Financial performance based on given indicators:**

Particulars	₹ in Lakhs		
	FY 2020-21	FY 2019-20	FY 2018-19
Revenue from Operations (Net)	24,450	66,900	83,564
Profit/(Loss) Before Tax	(15,847)	(137,784)	13,677
Profit/(Loss) After Tax	(16,983)	(116,073)	8,736

E) Foreign investments or collaborators, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising FII holders, are investors in the Company on account of past issuances of securities and secondary market purchases.

II. Given below is the information about the appointees as required under Schedule V of the Act, the effective capital of the Company for various financial years as applicable to the Non-Executive Directors and the maximum amount of remuneration that may be payable to them:

Name of Director	Mr. Dharendra Swarup	Mr. Sunil Srivastav	Ms. Bindu Saxena
Background Details, Job Profile, Suitability, Recognition and Rewards	The details for each of these Directors can be found on the website of the company at www.eiml.site . Please also refer to the Report on Corporate Governance, which forms part of this Annual Report.		
Date of appointment in the Company	10/02/2010	23/05/2018	26/09/2019
Past Remuneration (Amount in ₹)	-	-	-
FY 2019-20	7,20,000	3,60,000	80,000
FY 2018-19	55,56,209	3,20,000	Nil
FY 2017-18	31,67,500	Nil	Nil
*Maximum amount of remuneration for FY 2020-21 (Amount in ₹)	24,00,000	24,00,000	24,00,000
Remuneration proposed (Amount in ₹)	24,00,000	12,00,000	12,00,000
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration has been considered by the NRC and the Board of Directors of the Company and is in line with the remuneration being drawn by similar positions in the media industry		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	The Non-Executive Directors do not have any pecuniary relationship with the Company except to the extent of Sitting Fees, Commission or Remuneration, as applicable, and reimbursement of out of pocket expenses received by them for attending the meetings.		

* The limit on remuneration is based on Effective Capital which shall be calculated as of the last date of the financial year preceding the financial year in which the appointment of the Director is made as per Schedule V to the Act (Base amount of ₹ 24 Lakhs plus 0.1% of the Effective Capital in excess of ₹ 250 crores).

III. Other Information**A. Reasons of loss or inadequate profits:**

On account of COVID-19 outbreak and resulting measures taken by government of India to contain the virus and the said lockdown has significantly affected our business during financial year 2020-21.

The Company was unable to release its films in theaters due to total lockdown or operation of theaters with limited capacity. The film 'Haathi Mere Saathi' was released in

theaters on 26 March 2021. However due to second wave of COVID the said release was also impacted. Considering the present circumstances of COVID-19 pandemic, we are left with no option but to defer the release of our above said film indefinitely till the situation is improved, so that revenues of our said film can be optimized and improve our cashflows to better serve our commitments to our stakeholders.

B. Steps taken or proposed to be taken for improvement:

The Company holds in its library aggregated rights to more than 2,000 films, including both recent titles, as well as classic titles that span different genres, budgets and languages. In addition, the Company has also co-produced/acquired a portfolio of over 130+ new films over the years.

This impressive library and its monetization through various channels, including Satellite TV, Overseas, In-flight and other channels, provide Company with multiple sources of revenue.

The Company has also started formulating innovative ways of updating its existing content libraries. Given a rise in demand for content and increasing viewership on OTT platforms, coupled with the limited production of new content, existing library content is likely to become more valuable.

C. Expected increase in productivity and profits in measurable terms:

We believe all the initiatives listed above will bring and create further value for our shareholders. It will also enhance the revenue potential of the Group, resulting in better and improved profit for the companies of the Eros Group.

Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting.

This remuneration will be distributed amongst all or some of the Non-Executive Directors, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board as prescribed under the Remuneration Policy of the Company. Kindly refer website of the company at www.eiml.site.

The above resolution would be valid for a period of 3 years i.e. upto and including remuneration to be paid for the financial year 2022-23. It is clarified that in case of adequate profits, the Company would pay commission to its Non-Executive Directors upto an amount not exceeding 1% of the profits for that financial year as approved by the Members at the AGM held on 3 September 2015.

The above remuneration shall be in addition to fees payable to the Director(s) for attending meetings of the Board/ Committees or for any other purpose whatsoever, as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

Your Director recommends the resolution set out at Item No. 4 of the Notice for approval by the members. Accordingly, members approval is sought by way of an Ordinary Resolution for payment of remuneration to the Non-Executive Directors as set out in the said resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Dharendra Swarup, Mr. Sunil Srivastav and Ms. Bindu Saxena are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on 14 August 2021, appointed Mr. Pradeep Dwivedi who holds office as Chief

AGM NOTICE

Executive Officer and Key Managerial Personnel as an Additional Director of the Company subject to approval of members of the Company. In terms of the provisions of Section 161(1) of the Act, he holds office upto the date of this Annual General Meeting and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing candidature of Mr. Pradeep Dwivedi for the office of Director of the Company.

Mr. Pradeep Dwivedi is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

Mr. Pradeep Dwivedi shall not be entitled to receive any sitting fees for attending any Meetings of the Board or any committee constituted by the Board except annual remuneration of ₹ 3,00,00,000/- payable as Chief Executive Officer of the Company and subject to increment from time to time as per Company's policy.

Your Director recommends the resolution set out at Item No. 5 of the accompanying Notice for the approval of members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Pradeep Dwivedi is concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the accompanying Notice.

Item No. 6:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, had appointed Mr. Manmohan Kumar Sardana (DIN: 09294639) as an Additional Independent Director, not liable to retire by rotation w.e.f. 31 August 2021.

Pursuant to the provisions of Section 161(1) of the Act and Article 153 of the Articles of Association of the Company, Mr. Sardana shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr Sardana are provided as Annexure to this Notice.

Mr. Sardana has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Sardana is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

As per the Regulation 17 (1A) of SEBI Listing Regulations, approval of the Members is required by way of special resolution for continuing the Directorship of any Non-Executive Director who have attained the age of 75 years.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Sardana on the Board of the Company and accordingly the Board recommends the appointment of Mr. Sardana as an Independent Director as proposed in the resolution set out at Item No. 6 for approval by the Members.

Electronic copy of the terms and condition of appointment of the Independent Directors is available for inspection. Please refer to Note 8 given in the Notice on inspection of documents.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Manmohan Kumar Sardana is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Item No. 7:

The Company has availed various credit facilities aggregating to a sum not exceeding ₹ 468.06 Crores (both fund based and non-fund based) (the "Facilities") from consortium banks (the "Lenders") for the purposes and upon the terms and conditions set out in the financing documents executed in this regard between the Company and the Lenders.

The Media and Entertainment industry is one of the affected sectors due to the COVID-19 pandemic. With uncertainty looming over the resumption of shooting schedules and opening of theatres, industry players, like Eros, are finding it difficult to service debt obligations due to lower revenues. Considering the widespread impact of the pandemic on almost all sectors of the economy, the RBI has announced the Resolution Framework for COVID-19 related Stress to enable lenders to implement a resolution plan in respect of eligible corporate exposures without change in ownership, while classifying such exposures as standard, subject to specified conditions.

Due to the prolonged COVID-19 stress and to mitigate the cash flow challenges, Company approached the Lenders to implement a resolution plan to restructure the existing secured financial debt from the consortium bankers of the Company, as permitted under the Resolution Framework for COVID 19 related Stress announced by the Reserve Bank of India vide circular No. RBI/2020-21/16 DOR. No. BPBC/3/21.04.048/2020-21 dated 6 August, 2020 (the "Resolution Plan"). The said resolution plan was approved and implemented on 22 June 2021.

As per the terms of the Resolution Plan, bankers can convert the outstanding debt into equity shares of the Company. Thus, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to authorise the Lenders to convert their outstanding lenders debt to equity shares in the Company. Further, it is clarified that the security to be created in favour of the lenders as part of Resolution Plan shall in no manner less than the security been offered to them in respect of the earlier borrowings made by the Company which are proposed to be restructured in terms of Resolution Plan as per Restructuring Circular.

Your Director recommends the resolution set out at Item No. 7 of the accompanying Notice for conversion of loan into Equity Shares by way of a Ordinary resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

Annexure II to the Notice

Details of Directors seeking appointment/ re-appointment/ fixation of remuneration of Director furnished pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

Name	Mr. Kishore Arjan Lulla	Mr. Sunil Arjan Lulla	Mr. Pradeep Dwivedi	Mr. Manmohan Kumar Sardana
DIN	02303295	00243191	07780146	09294639
Designation	Executive Director	Executive Vice Chairman & Managing Director	Executive Director	Independent Director
Date of Birth	4 September 1961	29 June 1964	10 December 1970	15 September 1944
Age	60 Years	57 Years	50 Years	77 Years
Date of First Appointment on the Board	28 September 2009	19 August 1994	14 August 2021	31 August 2021
Qualifications	Bachelor of Arts, University of Mumbai	Bachelor of Commerce, University of Mumbai	B.Sc., MBA	MSc (Hons School) in Physics
Profile	<p>Mr. Kishore Lulla received a bachelor's degree in arts from the Mumbai University. He has over 37 years of experience in the media and film industry. He is a member of the British Academy of Film and Television Arts and Young Presidents' Organization and is also a board member of the School of Film at the University of California, Los Angeles. He has been honored at the Asian Business Awards 2007 and the Indian Film Academy Awards 2007 for his contribution in taking Indian cinema global. In 2010, Mr. Lulla was awarded the "Entrepreneur of the Year" at the GG2 Leadership and Diversity Awards and in 2014, Forbes Asia featured Mr. Lulla in the list of 'Best under a Billion'. He was also honored with the 2014 Global Citizenship Award by the American Jewish Committee, a leading global Jewish advocacy organization. Mr. Lulla also received the Entertainment Visionary award at the 2015 Annual Gala Dinner from the Asia Society Southern California. In 2015, he was invited to attend the "billionaires' summer camp" in Sun Valley, an annual gathering of the world's most powerful entrepreneurs and business executives. He has been instrumental in expanding our presence in the United Kingdom, the United States, Dubai, Australia and other international markets. In 2018, he was featured in the Variety 500 list of "influential business leaders shaping the global \$2 trillion entertainment industry".</p>	<p>Mr. Sunil Lulla holds a commerce degree from the University of Mumbai. Possessing an expansive 28 years long experience in the Media & Entertainment industry, he has been associated with Eros since its inception. He led the Company's growth within India for many years before being appointed Executive Vice Chairman & Managing Director of Eros India.</p> <p>During his stint, he has contributed tremendously in developing and expanding the Company's business in India. Under his able leadership, the Company continued to achieve milestones. He has been instrumental in developing the Company's distribution business along with its home entertainment and music segments.</p>	<p>Mr. Pradeep Dwivedi is a senior media industry professional and Group CEO of the Company since January 2020. He is an accomplished industry leader with an experience of over two decades in Advertising & Media Business, Telecom & Technology Enterprises, Banking & Financial services Institutions and Automotive sector, with established credentials in digital infotainment business as well as Print Publication, News Television channels and Experiential Events. He has a demonstrated track record in Revenue growth, Sales & Marketing, Value creation, Joint ventures & Partnerships, Investments, product & service delivery, risk operations & general management. In the past, he has been Group CEO of Sakal Media Group, Chief Corporate Sales & Marketing Officer of Danik Bhaskar Group, and worked with organisations such as Tata Teleservices, American Express, GE Capital, Standard Chartered Bank & Eicher Motors India. He is an active participant in many media industry associations as Director of IAA (India Chapter) and a managing committee member of The Advertising Club of India.</p>	<p>Mr. Manmohan Kumar Sardana was serving as teaching assistant in the Physics Department of the Panjab University from 1965 to 1967, thereafter he joined the Indian Administrative Service (IAS) in 1968 and was allocated to the West Bengal Cadre. After serving in different capacities in the State of West Bengal and in various Ministries of the Government of India, Mr. Sardana retired from the service finally in 2004 as Secretary Ministry of Corporate Affairs. He joined as Member, MRTTP Commission soon after his retirement i.e., in 2004 and finally completed his tenure in the MRTTP as its acting Chairman in 2009. He remained Ex-officio Member of SEBI, during his tenure as Secretary in Ministry of Corporate Affairs from 2010 till 31 March 2021. Mr. Sardana has been a Visiting Fellow at the Institute for Studies in Industrial Development (ISID) advising on public policy issues.</p>

Name	Mr. Kishore Arjan Lulla	Mr. Sunil Arjan Lulla	Mr. Pradeep Dwivedi	Mr. Manmohan Kumar Sardana
Terms and conditions of Appointment / Re-appointment	<p>Retire by rotation:</p> <ul style="list-style-type: none"> • Liable to retire by rotation. <p>Duties:</p> <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act. <p>Code of Conduct:</p> <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company 	<p>Retire by rotation:</p> <ul style="list-style-type: none"> • Not liable to retire by rotation. <p>Duties:</p> <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act. <p>Code of Conduct:</p> <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company 	<p>Retire by rotation:</p> <ul style="list-style-type: none"> • Liable to retire by rotation. <p>Duties:</p> <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act. <p>Code of Conduct:</p> <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company 	<p>Appointment :</p> <ul style="list-style-type: none"> • First term for five years w.e.f. 28 September 2021 to the conclusion of the Annual General Meeting of the Company to be held in the Calendar Year 2026. <p>Termination:</p> <ul style="list-style-type: none"> • Not liable to retire by rotation • Terminated by either side in terms of Section 168 or Section 169 of the Companies Act, 2013 (the Act). <p>Duties:</p> <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV of the Act. <p>Code of Conduct:</p> <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company.
Directorships held in other companies (as on 31 March, 2021)	<ul style="list-style-type: none"> • EROSSTX Global Corporation [formerly known as Eros International PLC (Isle of Man)] • Eros International USA Inc • Eros Digital Limited (Isle of Man) 	<ul style="list-style-type: none"> • Eros International Films Private Limited • Eros Digital Private Limited • Big Screen Entertainment Private Limited • Eros Television India Private Limited • Eyegube Studios Private Limited • Eros Animation Private Limited • Eros Energy Private Limited • Colour Yellow Productions Private Limited • ErosNow Private Limited (formerly known as Universal Power Systems Private Limited) 	<ul style="list-style-type: none"> • ErosNow Private Limited (formerly known as Universal Power Systems Private Limited) • India Chapter of International Advertising Association 	<p>NA</p>
Last remuneration drawn	NIL (2020-2021)	₹ 5,26,85,724	₹ 3,00,00,000 (as Chief Executive Officer)	NIL
Remuneration to be paid	NIL	₹ 5,20,65,931	NIL	NIL
Memberships/ Chairmanships of Committees of other companies	NIL	Eros International Films Pvt. Ltd. Audit Committee - Member	NIL	NIL
Number of Board Meetings attended during FY 2020-21	One (1)	Four (4)	NA	NA
Relationship with other Directors, Key Managerial Personnel	Brother of Mr. Sunil Lulla and not related to any Director/Key Managerial Personnel.	Brother of Mr. Kishore Lulla and not related to any Director/ Key Managerial Personnel.	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of shares held in the Company	NIL	1,400 shares	NIL	NIL
Number of Stock Options	NIL	NIL	NIL	NIL