



August 31, 2018

The DCS – CRD
BSE Limited
Pheeroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
BSE Script Code: 533261

The DCS - CRD
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No – C Block, G Block
Bandra Kurla Complex
Mumbai 400 051
NSE Script Code: EROSMEDIA

Sub: Intimation of 24th Annual General Meeting and Book Closure

Dear Sir(s),

This is to inform you that 24th Annual General Meeting of the Company is scheduled to be held on Thursday, September 27, 2018 at 2.00 P.M. at 'The Club', D N Nagar, Andheri West, Mumbai 400 053 to transact the business as listed in the Notice.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 20, 2018 till Thursday, September 27, 2018 (both days inclusive) for the purpose of convening 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 Thursday, September 20, 2018.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the remote e-voting facility will be provided to the Members of the Company from Sunday, September 23, 2018 (9.00 a.m.) to Wednesday, September 26, 2018 (5.00 p.m.).

Please also find enclosed herewith the Notice of the 24th Annual General Meeting of the Company. This will also be placed on our website at www.erosintl.com.

You are requested to kindly take note of the above.

Thanking you,

Yours faithfully,
for **Eros International Media Limited**



Abhishek Kanoi
Vice President - Company Secretary and Compliance Officer

Encl: As Above

EROS INTERNATIONAL MEDIA LIMITED

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

NOTICE OF THE 24TH 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 400 053, Maharashtra (India).

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

CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 24th Annual General Meeting (AGM) of the Members of Eros International Media Limited will be held on Thursday, the 27th day of September 2018 at 'The Club', D N Nagar, Andheri West, Mumbai 400 053, Maharashtra (India) at 2.00 P.M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- the Audited Financial Statements of the Company for the financial year ended 31 March 2018, together with the Report of the Directors' and Auditors thereon.
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2018, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mrs. Jyoti Deshpande (DIN 02303283), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Subramaniam Lakshminarayanan (DIN 07972480) 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 pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (as amended) read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Subramaniam Lakshminarayanan (DIN 07972480), Director of the Company in respect of whom the Company has received a notice, in writing from a member proposing his candidature for the office of Director as per Section 160 of the said Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of Five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the Calendar Year 2023.

RESOLVED FURTHER THAT on the above appointment and as per the resolution passed by the shareholders at the 21st Annual General Meeting of the Company held on 3 September 2015, Mr. Subramaniam Lakshminarayanan (DIN 07972480) be paid remuneration by way of commission, in addition to the sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, as the Board of Directors of the Company may determine from time to time, not exceeding in aggregate 1% of Net Profits of the Company for each financial year, as computed in the manner as laid down in Section 198 of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any statutory modification(s) or re-enactments(s) thereof."

4. Appointment of Mr. Sunil Srivastav (DIN 00237561) as an Independent 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 ("Act") (as amended) read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors)

Rules, 2014 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sunil Srivastav (DIN 00237561), Director of the Company in respect of whom the Company has received a notice, in writing from a member proposing his candidature for the office of Director as per Section 160 of the said Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of Five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the Calendar Year 2023.

RESOLVED FURTHER THAT on the above appointment and as per the resolution passed by the shareholders at the 21st Annual General Meeting of the Company held on 3 September 2015, Mr. Sunil Srivastav (DIN 00237561) be paid remuneration by way of commission, in addition to the sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, as the Board of Directors of the Company may determine from time to time, not exceeding in aggregate 1% of Net Profits of the Company for each financial year, as computed in the manner as laid down in Section 198 of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactments(s) thereof."

5. Material Related Party Transactions with Reliance Eros Productions LLP

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 Section 188 and any other applicable provisions of the Companies Act, 2013 (as amended) and applicable Rules made thereto, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and applicable provisions of the Foreign Exchange Management Act, 1999 and rules, regulations and guidelines made there under and subject to such approvals, consents, sanctions and permissions as may be necessary from appropriate authorities, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to enter into material contracts/arrangements/transactions in the normal course of business with Reliance Eros Productions LLP, a subsidiary company and a Related Party under Section 2(76) of the Companies Act, 2013 for production of cinematograph films (in Hindi and other regional and foreign languages) and original television and digital programmes for an estimated amount of ₹ 500 crores in each financial year on such terms and conditions as determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide upon the nature and the value of transactions to be entered into with Reliance Eros Productions LLP for production of cinematograph films (in Hindi and other regional and foreign languages) and original television and digital programmes within the maximum aforesaid limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter/vary the terms and conditions entered by the Company with Reliance Eros Productions LLP for such period as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute all such deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid resolutions.”

6. Material Related Party Transactions with Eros Digital FZ LLC

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 Section 188 and any other applicable provisions of the Companies Act, 2013 (as amended) and applicable Rules made thereto and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and applicable provisions of the Foreign Exchange Management Act, 1999 and rules, regulations and guidelines made there under, and subject to such approvals, consents, sanctions and permissions as may be necessary from appropriate authorities, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to enter into material contracts/arrangements/ transactions in the normal course of business with Eros Digital FZ LLC, a group company and a Related Party under Section 2(76) of the Companies Act, 2013 for the purpose of acquisition and distribution of digital rights and other related expenses/matters for an estimated amount of ₹ 300 crores in each financial year on such terms and conditions as determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide upon the nature and the value of transactions to be entered into with Eros Digital FZ LLC for the purpose of acquisition and distribution of digital rights and other related expenses/matters within the maximum aforesaid limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter/vary the terms and conditions entered by the Company with Eros Digital FZ LLC for such period as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute all such deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid resolutions.”

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

Sd/-
Abhishekh Kanoi

Vice President- Company Secretary
and Compliance Officer
Membership No. – F9530

Date : 23 May 2018
Place: Mumbai

NOTES

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the business under Item Nos. 2 to 6 set out above and details of Directors seeking appointment/re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of directors seeking appointment / re-appointment at this Annual General Meeting (“AGM”/ “the Meeting”) are annexed hereto.
- The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed for the period of Five (5) years in the 23rd Annual General Meeting held on September 28, 2017.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person shall not act as Proxy for more than Fifty (50) members and holding in the aggregate not more than Ten (10) percent of the total share capital of the Company carrying voting rights. A person holding more than Ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.
- The instrument appointing the proxy (as per the format provided with), in order to be effective, should be duly stamped, completed and signed and deposited at the Corporate Office of the Company not less than Forty Eight (48) hours before the commencement of the Meeting.
- MEMBER/PROXY SHOULD BRING THE ATTENDANCE SLIP SENT HEREWITH, DULY FILLED IN, FOR ATTENDING THE MEETING.
- Corporate Members intending to send their Authorized Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representatives to attend and vote on their behalf at the Meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 20 September 2018 till Thursday, 27 September 2018 (both days inclusive).
- Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Transfer Agent, M/s. Link Intime India Private Limited.
- Members must quote their Folio No./Demat Account No. and contact details such as e-mail address, contact no. etc in all their correspondence with the Company/ Registrar and Transfer Agent.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent.
- Relevant documents referred to in this Notice and the statement pursuant to Section 102 of the said Act shall be open for inspection at the Registered Office as well as at the Corporate Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays between 11:00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the said Act, and the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the said Act will be available for inspection by the members at the AGM.
- Every Member entitled to vote at the AGM of the Company can inspect the proxies lodged at the Company at any time during the

business hours of the Company during the period beginning Twenty Four (24) hours before the time fixed for the commencement of the AGM. However, a prior notice of not less than Three (3) days, in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.

13. The Company has designated an exclusive email ID compliance.officer@erosintl.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
14. Members who are yet to encash their earlier dividend warrants for the interim dividend in FY 2012-13 are requested to contact the office of the Company Secretary / M/s Link Intime Private Limited, Registrar and Transfer Agent (RTA) of the Company for revalidation of the dividend warrants/issue of fresh demand drafts. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28 September 2017 (date of the last Annual General Meeting) on the website of the Company at www.erosintl.com and also on the website of the Ministry of Corporate Affairs.
15. Members are requested to bring their Attendance Slip along with copy of the Annual Report to the Annual General Meeting.
16. Members who wish to obtain any information on the Company or view the financial statements for the Financial Year ended 31 March 2018 may visit website of the Company at www.erosintl.com or send their queries to the Company Secretary at the Corporate Office of the Company atleast Ten (10) days before the AGM.
17. In terms of the applicable provisions of the said Act and Rules thereto, the Company has obtained email addresses of its Members and have given an advance opportunity to every Member to register their email address and changes therein from time to time with the Company for service of communications / documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.
18. In case of joint holders attending the AGM, 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.

Although, the Company has given opportunity for registration of email addresses and has already obtained email addresses from some of its Members, the Company once again requests its Members, who have so far not registered, to register their e-mail address(es) and changes therein from time to time, through any of the following manner:

- i. **Email Intimation:** By sending an email mentioning the Name(s) and Folio Number/Client ID and DP ID to the Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in and mumbai@linkintime.co.in or to the Company at compliance.officer@erosintl.com
 - ii. **Written Communication:** By sending written communication addressed to the Company Secretary and Compliance Officer at the Corporate Office of the Company or to the Registrar and Transfer Agent of the Company at M/s. Link Intime India Private Limited, Unit – Eros International Media Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083.
19. Details as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Secretarial Standards on General Meeting (SS-2), in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice. The Director have furnished the requisite declarations for his/her re-appointment.
 20. Electronic copy of the Notice convening the 24th AGM of the Company, the Annual Report alongwith the process of e-voting and the Attendance Slip, Proxy Form and Ballot Paper are being sent to all the Members whose Email Ids are registered with the Company /Depository Participants for communication purposes

unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail addresses, physical copies of the Notice convening the 24th AGM of the Company, the Annual Report alongwith the process of e-voting and the Attendance Slip, Proxy Form and Ballot Paper are sent in the permitted mode.

21. Members may also note that the Notice convening the 24th AGM and the Annual Report 2018 will also be available on the Company's website at www.erosintl.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com for download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send request to compliance.officer@erosintl.com
22. The Certificate from Statutory Auditors of the Company certifying that the Company's Employee Stock Options Schemes are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended, will be available for inspection at the AGM.
23. The route map showing directions to reach the venue of the 24th AGM is annexed hereto.
24. Securities of listed companies would be transferred in dematerialised form only, from a cut-off date, to be notified by SEBI. In view of the same, members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.

25. Voting

- I. In compliance with provisions of Section 108 of the said Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members, the facility to cast their votes either for or against each resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by Central Depository Services (India) Limited ("CDSL") and the business may be transacted through such voting.
- II. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Thursday, 20 September 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a member is already registered with CDSL for e-voting, then he/she can use his/her existing user id and password/PIN for casting the vote.

The instructions for e-voting are as follows:

- i. The voting period begins on Sunday, 23 September 2018 (9.00 a.m.) and ends on Wednesday, 26 September 2018 (5.00 p.m.) During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 20 September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- ii. The Members should log on to the e-voting website at www.evotingindia.com.
- iii. Click on Shareholders / Members Tab
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. <ul style="list-style-type: none"> 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 (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for "Eros International Media Limited" on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a 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.

- xviii. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. 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 Corporates.
 - 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.
- xx. In case you have any queries or issues regarding e-voting, 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 Central Depository Services (India) Limited (CDSL) at Helpdesk: 1800225533.
- III. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- IV. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- V. 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 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VI. Mr. Makarand Joshi, Practicing Company Secretary, (Membership No. 5533, COP: 3662), Partner of M/s Makarand M. Joshi & Co. has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those Members who are present but have not cast their votes electronically using remote e-voting facility.
- VIII. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, and the results of the voting shall be declared not later than Forty Eight (48) hours from the conclusion of the AGM of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of voting forthwith.

IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.erosintl.com and on the website of CDSL immediately after the declaration of result by the Chairman or any person authorized by him in writing and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited. The result will also be displayed on the Notice Board of the Company at its Corporate Office and Registered Office.

Notes and instructions for voting through Ballot Paper

- i. Members desiring to cast their vote in Ballot Paper are requested to execute the Ballot Paper as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.
- ii. The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.
- iii. The Member may not use all the votes nor needs to cast all the votes in the same way. Members have their sole discretion as to voting.
- iv. Members can download the Ballot Paper from the link www.erosintl.com or seek a duplicate Ballot Paper from Link Intime India Private Limited, the Registrar and Transfer Agent from their office at C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400 083, fill in the details and send the same to the Scrutinizer.

- v. Kindly note that the Members can opt only one mode of voting i.e. either by Ballot Paper or e-voting. If you are opting for e-voting, then do not vote by Ballot Paper and vice versa. However, in case a Member has voted both in Ballot Paper as well as e-voting, then voting done through e-voting shall prevail and voting done through Ballot Paper will be treated as invalid.
- vi. You are requested to carefully read the instructions printed on the Ballot Paper and return the paper duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer at C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400 083 on or before the close of working hours (5.00 p.m.) on Wednesday, 26 September 2018. No other request/ details furnished in the Self Addressed envelope will be entertained.
- vii. The Ballot Papers received after close of working hours (5.00 p.m.), Wednesday, 26 September 2018 will be treated as if the same has not been received from the Member.

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

Sd/-
Abhishekh Kanoi
Vice President- Company Secretary
and Compliance Officer
Membership No. – F9530

Date : 23 May 2018
Place: Mumbai

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 2, 3, 4, 5 and 6 of the accompanying Notice dated 23 May 2018:

Item No. 2:

The Board of Directors of the Company at its meeting held on 23 May 2018 and on recommendation of Nomination and Remuneration Committee has re-appointed Mrs. Jyoti Deshpande (DIN 02303283) as Non-Executive Non-Independent Director of the Company, subject to the approval of the Members.

Brief profile of Mrs. Jyoti Deshpande alongwith other details as required to be disclosed under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 issued by the Institute of Company Secretaries of India, are stated at length below:

Name	Mrs. Jyoti Deshpande
DIN	02303283
Designation	Non-Executive Non-Independent Director
Date of Birth	16 December 1970
Age	47 years
Date of Appointment	1 July 2012
Qualifications	Bachelor's degree in Commerce and Economics, University of Mumbai
Profile	<p>Mrs. Jyoti Deshpande has over 25 years of experience in media and entertainment across advertising, media consulting, television and films. She has been part of the leadership team of Eros International since 2001 and as Group CEO & MD since 2012, she has spearheaded Eros' growth as a global leader in Indian filmed entertainment.</p> <p>From 1 April 2018, Mrs. Deshpande has joined Reliance Industries to head the Media and Entertainment business as President of the Chairman's Office. In her new role at Reliance Industries, Mrs. Deshpande will lead the company's initiatives in Media and Entertainment to organically build and grow businesses around the content ecosystem such as Broadcasting, Films, Sports, Music, Digital, Gaming, Animation etc., as well as integrate Reliance Industries' existing media investments such as Viacom, Balaji Telefilms and Eros with a view to build, scale and consolidate the fragmented \$20 billion Indian M&E sector.</p> <p>Mrs. Deshpande was featured in the prestigious Fortune India magazine's 50 Most Powerful Women in Business (2017/2015) which celebrates the journeys and triumphs of women who not only impact their organizations but are also thought leaders in their industry.</p>
Directorships held in other companies (as on 23 May 2018)	<ul style="list-style-type: none"> • Eros International Plc (Isle of Man) • Network18 Media & Investments Limited • Balaji Telefilms Limited • Saavn Media Private Limited • IndiaCast Media Distribution Private Limited
Last remuneration drawn	₹ 1,15,95,672/- plus ₹ 5,98,50,000/- as perquisite value of ESOP (for FY 2017-18)
Remuneration to be paid	No Remuneration shall be paid to Mrs. Jyoti Deshpande, being Non-Executive Non-Independent Director of the Company.
Memberships/Chairmanships of Committees of other companies	Nil
Number of Board Meetings attended during FY 2017-18	Mrs. Jyoti Deshpande attended all the four (4) Board Meetings held during the financial year 2017-18.
Relationship with other Directors, Key Managerial Personnel	Mrs. Jyoti Deshpande is not related to any Director nor any Key Managerial Personnel of the Company.
Number of shares held in the Company	3,60,000 Equity Shares
Number of Stock Options	2,11,160 Stock Options

It is proposed to seek approval of Members for re-appointment of Mrs. Jyoti Deshpande as Non-Executive Non-Independent Director of the Company in accordance with applicable provisions of the Companies Act, 2013 and applicable Rules made thereto, as amended. Mrs. Jyoti Deshpande is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Except for Mrs. Jyoti Deshpande who is interested in the resolution set out in Item No. 2 of the Notice, none of the other Directors, Key Managerial Personnel's or their relatives are concerned or interested in Item No. 2 above.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

Item No. 3:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013, had appointed Mr. Subramaniam Lakshminarayanan (DIN 07972480) as an Additional Independent Director w.e.f. 14 November 2017.

In terms of the provisions of the above Section, Mr. Subramaniam Lakshminarayanan holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice, in writing from a member under Section 160 of the Companies Act, 2013 (as amended) proposing the candidature of Mr. Subramaniam Lakshminarayanan for the office of Director of the Company.

Mr. Subramaniam Lakshminarayanan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received a declaration from Mr. Subramaniam Lakshminarayanan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In opinion of the Board, Mr. Subramaniam Lakshminarayanan fulfils all conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). Mr. Subramaniam Lakshminarayanan is Independent of the Management and possesses appropriate skills, experience and knowledge inter alia, in the field of finance.

Brief profile of Mr. Subramaniam Lakshminarayanan alongwith other details as required to be disclosed under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 issued by the Institute of Company Secretaries of India, are stated at length below:

Name	Mr. Subramaniam Lakshminarayanan
DIN	07972480
Designation	Independent Director
Date of Birth	19 May 942
Age	76 Years
Date of Appointment	14 November 2017 (as an Additional Independent Non-Executive Director)
Qualifications	Master in Arts (M.A.)
Profile	Mr. Subramaniam Lakshminarayanan joined the Indian Audit and Accounts service in 1965. After holding various positions in the Audit and Accounts Department, he retired as Deputy Comptroller and Auditor General in 2002. During this period, he served in the Ministry of Personnel and Pensions as Additional Secretary and earlier in the Railways and Ministry of Defense in Government of India. As a result of stints in the various ministers, Mr. Subramaniam Lakshminarayanan has gained experience in cadre management, staff welfare, purchases and contracts, financial advice and accounting as well as a good knowledge of the relevant rules and regulations. He has also led offices comprising of as many as 1,500 employees and has also provided direction, guidance and administrative framework. Mr. Subramaniam Lakshminarayanan also has various International experience.
Directorships held in other companies	Nil
Memberships/Chairmanships of Committees of other companies	Nil
Number of Board Meetings attended during FY 2017-18	Mr. Subramaniam Lakshminarayanan was appointed on 14 November 2017 as an Additional Independent Director and attended two (2) Board Meetings and Committee Meetings held after his appointment.
Relationship with other Directors, Key Managerial Personnel	Mr. Subramaniam Lakshminarayanan is not related to any Director nor any Key Managerial Personnel.
Number of shares held in the Company	Nil
Number of Stock Options	Nil

Considering the vast expertise and knowledge, it will be in the interest of the Company that Mr. Subramaniam Lakshminarayanan be appointed as an Independent Director of the Company for first term of Five (5) years.

Except for Mr. Subramaniam Lakshminarayanan who is interested in the resolution set out in Item No. 3 of the Notice pertaining to his appointment as an Independent Director, none of the Directors or Key Managerial personnel's (KMP) or their relatives are anyway concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

In accordance with the recent amendments to SEBI Listing Regulations pursuant to Kotak Committee Recommendations, the Board recommends the appointment of Mr. Subramaniam Lakshminarayanan by way of Special Resolution set out at Item No. 3 of the Notice for approval by the Members, since the age of Mr. Subramaniam Lakshminarayanan is above 75 years.

Item No. 4:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013, had appointed Mr. Sunil Srivastav (DIN 00237561) as an Additional Independent Director w.e.f. 23 May 2018.

In terms of the provisions of the above Section, Mr. Sunil Srivastav holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 (as amended) proposing the candidature of Mr. Sunil Srivastav for the office of Director of the Company.

Mr. Sunil Srivastav is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (as amended) and has given his consent to act as a Director.

The Company has received a declaration from Mr. Sunil Srivastav that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In opinion of the Board, Mr Sunil Srivastav fulfils all conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). Mr. Sunil Srivastav is Independent of the Management and possesses appropriate skills, experience and knowledge inter alia, in the field of finance.

Brief profile of Mr. Sunil Srivastav alongwith other details as required to be disclosed under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 issued by the Institute of Company Secretaries of India, are stated at length below:

Name	Mr. Sunil Srivastav
DIN	00237561
Designation	Independent Director
Date of Birth	21 March 1958
Age	60 Years
Date of Appointment	23 May 2018 (as an Additional Independent Non Executive Director)
Qualifications	B.Sc (Honors) from Delhi University and Masters of Management Studies, F.M.S. from Benaras Hindu University.
Profile	<p>Mr. Sunil Srivastav aged 60 years was a Dy. Managing Director - Corporate Accounts Group in State Bank of India. He was responsible for large corporate credit exposure including project and infrastructure financing for the bank. He holds a proven track record in his various roles in different capacities at SBI which include DMD - CSNB, CGM - Kolkata and GM - Delhi.</p> <p>During his esteemed tenure at SBI, as DMD - CSNB, he has overseen initiating the Bank's foray into digital delivery of financial products and services including but not limited to areas like wealth management, an e-wallet and the next generation mobile banking solution and initiation of SBI's foray into new lines of businesses including identification and negotiation with global JV partners.</p> <p>As CGM - Kolkata at SBI, Mr. Srivastav was tasked with managing and growing operations of a network of 1450 offices in Bengal, Sikkim and Andaman & Nicobar. His role included evolving business strategy, improving operational efficiency, delivering the bank's products and services to a diverse base of wholesale and retail customers. He was at the time responsible for a workforce of 18,000 employees across different business verticals.</p> <p>In his early years as GM - Delhi at SBI, he was in charge of the bank's network in North India. This included a specialised business vertical that was focused on mid-size corporate clients and an assignment that involved growing the bank's business in the difficult mountainous terrain in the State of Uttarakhand.</p>
Directorships held in other companies	Paisalo Digital Limited
Memberships/Chairmanships of Committees of other companies	Nil
Number of Board Meetings attended during FY 2017-18	Mr. Sunil Srivastav was appointed as an Additional Independent Non Executive Director at the Board Meeting held on 23 May 2018 and has attended the said Board Meeting.
Relationship with other Directors, Key Managerial Personnel	Mr. Sunil Srivastav is not related to any Director nor any Key Managerial Personnel.
Number of shares held in the Company	Nil
Number of Stock Options	Nil

Considering the vast expertise and knowledge, it will be in the interest of the Company that Mr. Sunil Srivastav be appointed as Independent Director of the Company for first term of Five (5) years.

Except for Mr. Sunil Srivastav who is interested in the resolution set out in Item No. 4 of the Notice pertaining to his appointment as an Independent Director, none of the Directors or Key Managerial personnel's (KMP) or their relatives are anyway concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5:

Pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and applicable Rules made thereto and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), all material transactions with related party requires approval of the Shareholders of the Company through Ordinary Resolution and the related parties shall abstain from voting on such resolutions. The Company's transactions with its subsidiary company viz. Reliance Eros Productions LLP falls under the term "Material Transaction" i.e. any transaction entered either individually or taken together with previous transactions during a financial year, exceeds Ten (10) percent of the annual consolidated turnover of the Company. Reliance Eros Productions LLP is also a related party in terms of Section 2(76) of the Companies Act, 2013. Particulars of the Contracts/ arrangements/ transactions as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014, as amended, are as under:

- (a) **Name of the Related Party:** Reliance Eros Productions LLP
- (b) **Nature of Relationship:** Subsidiary Company
- (c) **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Farokh P. Gandhi, representing as Designated Partner

- (d) **Nature, material terms, monetary value and particulars of the contract or arrangement:** For production of cinematograph films (in Hindi and other regional and foreign languages) and original television and digital programmes for an estimated amount of ₹500 crores in each financial year on such terms and conditions as determined by the Board of Directors of the Company and partners of Reliance Eros Productions LLP from time to time. The transactions with Reliance Eros Productions LLP are made in ordinary course of business and at arms length basis.
- (e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** The proposed related party transaction are in accordance with the Related Party Transactions Policy of the Company and approved and recommended by the Audit Committee and Board of Directors of the Company.

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not, wherein approval of material related party transactions is sought from the shareholders. Accordingly, the Key Managerial Personnel of the Company as stated here in above is concerned or interested in the said resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6:

Pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and applicable Rules made thereto and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), all material transactions with related party requires approval of the Shareholders of the Company through Ordinary Resolution and the related parties shall abstain from voting on such resolutions. The Company's transactions with its group company viz. Eros Digital FZ LLC falls under the term "Material Transaction" i.e. any transaction entered either individually or taken together with previous transactions during a financial year, exceeds Ten (10) percent of the annual consolidated turnover of the Company. Eros Digital FZ LLC is also a related party in terms of Section 2(76) of the Companies Act, 2013. Particulars of the Contracts/arrangements/ transactions as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014, as amended, are as under:

- (a) **Name of the Related Party:** Eros Digital FZ LLC
- (b) **Nature of Relationship:** Fellow Subsidiary Company
- (c) **Name of the Director or Key Managerial Personnel who is related, if any:** Mrs. Rishika Lulla Singh is a Director of Eros Digital FZ LLC and she is daughter of Mr. Kishore Arjan Lulla.
- (d) **Nature, material terms, monetary value and particulars of the contract or arrangement:** Acquisition and distribution of digital rights and other related expenses/matter for an estimated amount of ₹ 300 crores in each financial year on such terms and conditions as determined by the Board of Directors from time to time. The transaction with Eros Digital FZ LLC are made in ordinary course of business and at arms length basis.
- (e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** The proposed related party transaction are in accordance with the Related Party Transactions Policy of the Company and approved and recommended by the Audit Committee and Board of Directors of the Company.

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not, wherein approval of material related party transactions is sought from the shareholders. Accordingly, Mr. Kishore Arjan Lulla, Director of the Company as stated here in above is concerned or interested in the said resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the Members.

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

Sd/-

Abhishekh Kanoi

Vice President- Company Secretary
and Compliance Officer
Membership No. – F9530

Date : 23 May 2018
Place: Mumbai

Registered Office:

M/s. Eros International Media Limited
201, Kailash Plaza,
Opp. Laxmi Industrial Estate,
Off. Andheri Link Road,
Andheri West, Mumbai 400 053,
Maharashtra (India)

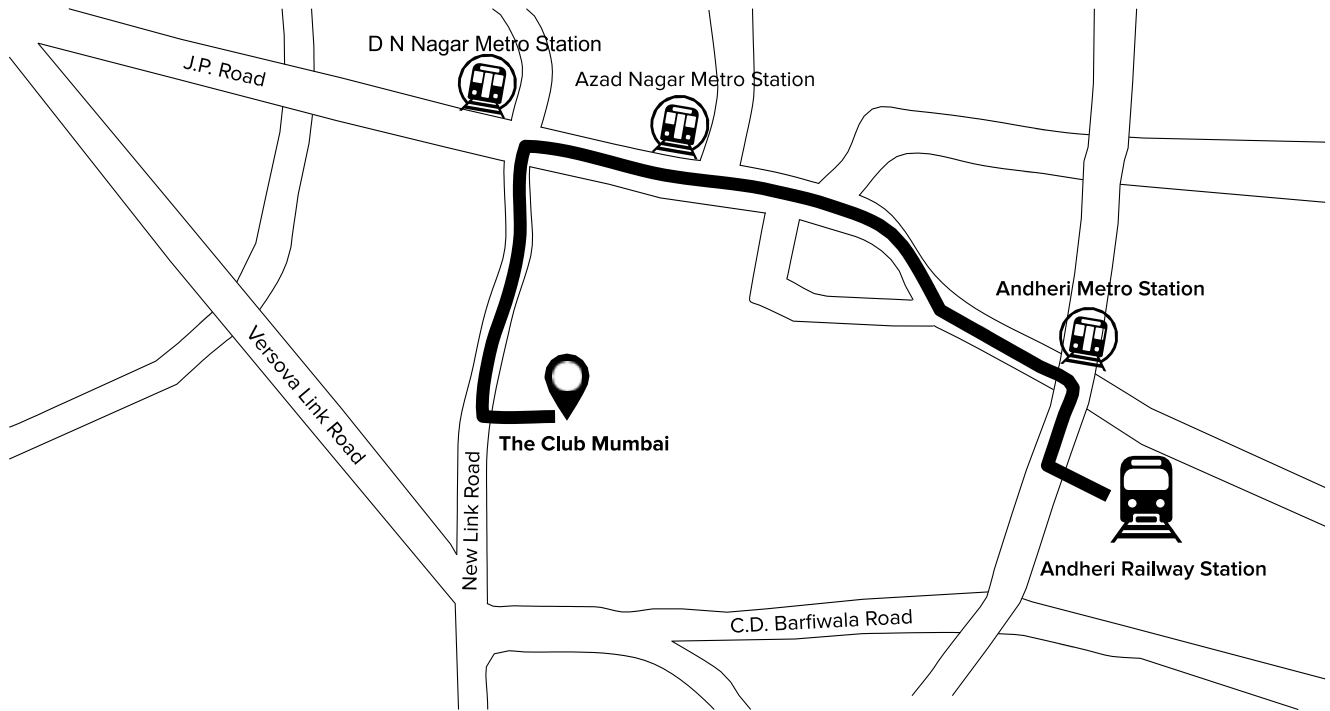
Corporate Office:

M/s. Eros International Media Limited
901/902, Supreme Chambers,
Off. Veera Desai Road, Andheri West,
Mumbai 400 053, Maharashtra (India).
Tel: +91 22 66021500
Fax No.: +91 22 66021540
Email: compliance.officer@erosintl.com

Registrar and Transfer Agent:

M/s. Link Intime India Private limited
Unit: Eros International Media Limited,
C-101, 247 Park, L.B.S Marg,
Vikhroli West, Mumbai 400 083.
Maharashtra (India)
Tel: +91 22 49186270
Fax No.: +91 22 49186060
Email: rnt.helpdesk@linkintime.co.in /
mumbai@linkintime.co.in

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING OF EROS INTERNATIONAL MEDIA LIMITED



**Venue: 'The Club', DN Nagar, Andheri West, Mumbai 400 053.
Prominent Landmark: Juhu Circle**



Eros International Media Limited

CIN: L99999MH1994PLC080502

Registered Office Address: 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 400 053, Maharashtra (India)
Phone: +91 22 66021500 | Fax: +91 22 66021540 | Email: compliance.officer@erosintl.com | Website: www.erosintl.com

ATTENDANCE SLIP

(To be presented at the entrance of the meeting hall)

24th Annual General Meeting on Thursday, 27 September 2018 at 2.00 P.M.
at 'The Club', D N Nagar, Andheri West, Mumbai - 400 053.

Folio No. DP ID No..... Client ID No.....

Name of the Member Signature.....

Name of the Proxyholder..... Signature.....

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



Proxy Form – Form MGT- 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L99999MH1994PLC080502

Name of the Company : EROS INTERNATIONAL MEDIA LIMITED

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

Name of the member (s) :

Registered Address :

E-mail ID :

Folio No/ Client ID :

DP ID :

I/We, being the member(s) of shares of Eros International Media Limited, hereby appoint:-

1. of having email id or failing him
2. of having email id or failing him
3. of having email id or failing him

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Thursday, 27 September 2018 at 2.00 p.m. at 'The Club', D N Nagar, Andheri West, Mumbai - 400 053, Maharashtra (India), and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below:

Sr. Resolutions No.		Optional	
		For	Against
ORDINARY BUSINESS			
1	To receive, consider and adopt (a) Audited Financial Statements of the Company for the year ended 31 March 2018 together with Report of the Directors' and Auditors thereon & (b) Audited Consolidated Financial Statements for the year ended 31 March 2018 together with the Auditors Report thereon.		
2	To appoint a Director in place of Mrs. Jyoti Deshpande (DIN 02303283), who retires by rotation, and being eligible, offers herself for re-appointment.		
SPECIAL BUSINESS			
3	Appointment of Mr. Subramaniam Lakshminarayanan (DIN 07972480), as an Independent Director not liable to retire by rotation, to hold office for a term of Five (5) consecutive years from the date of this 24 th Annual General Meeting.		
4	Appointment of Mr. Sunil Srivastav (DIN 00237561), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of Five (5) consecutive years from the date of this 24 th Annual General Meeting.		
5	Approval of Material Related Party Transactions between the Company and Reliance Eros Productions LLP		
6	Approval of Material Related Party Transactions between the Company and Eros Digital FZ LLC		

Affix
Revenue
Stamp

Signed this..... day of 2018

.....
Signature of shareholder

.....
Signature of First Proxy Holder

.....
Signature of Second Proxy Holder

.....
Signature of Third Proxy Holder

- Note:
- This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - A Proxy need not be a member of the Company.
 - A person can act as a proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 - **This is optional. Please put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 - Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
 - In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.