



September 04, 2023

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, 5thFloor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051
Scrip Code: **EROSMEDIA**

SUB: Intimation of 29th Annual General Meeting and Book Closure

Dear Sir/Madam,

This is to inform you that 29th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, September 26, 2023 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 Circular dated 28 December 2022, issued by the Ministry of Corporate Affairs (MCA Circulars) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 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 19, 2023 to Tuesday, September 26, 2023 (both days inclusive) for the purpose of convening 29th 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 19, 2023.

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 22, 2023 (9:00 A.M. IST) and ends on Monday, September 25, 2023 (5:00 P.M. IST).

Please also find enclosed herewith the Notice of the 29th Annual General Meeting of the Company. This will also be placed on our website at www.erosmediaworld.com.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For Eros International Media Limited

Vijay Thaker
VP - Company Secretary & Compliance Officer
Encl: As above

EROS INTERNATIONAL MEDIA LIMITED

Regd Off: 901/902, Supreme Chambers, Off Veera Desai Road, Andheri (West), Mumbai – 400053.
Tel.: +91-22-6602 1500 | Fax: +91-22-6602 1540 | E-mail: eros@erosintl.com | Website: www.erosmediaworld.com
CIN No. L99999MH1994PLC080502

NOTICE OF THE 29TH ANNUAL GENERAL MEETING

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

Email: compliance.officer@erosintl.com | Website: www.erosmediaworld.com

CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 29th Annual General Meeting ("AGM") of the Members of **Eros International Media Limited** will be held on Tuesday, the 26th day of September, 2023 at 3:00 PM. (IST) through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023, 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 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Thaker (DIN: 01867309), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Approval for waiver of excess remuneration paid/payable for the financial year 2022-2023 to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director of the Company**

To consider and, if thought fit, to pass 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 waiver of recovery of the excess remuneration amounting to ₹ 394 Lakh paid / payable to Mr. Sunil Lulla (DIN: 00243191), Executive Vice Chairman & Managing Director for the financial year 2022-2023, which is in excess of the limits prescribed under Schedule V of the Act in view of inadequate profit for the financial year 2022-2023 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. **Appointment of Mr. Sagar S. Sadhwani (DIN: 03559502) as a Director of the Company**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution** :

"**RESOLVED THAT** pursuant to the provisions of Section 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, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sagar S. Sadhwani

(DIN:03559502) who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 11 August 2023 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 be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are 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."

5. **Appointment of Mrs. Urvashi Saxena (DIN: 02021303) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** Mrs. Urvashi Saxena (DIN: 02021303), who was appointed as an Additional Director of the Company with effect from 11 August 2023 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 ("the 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 her 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 Mrs. Urvashi Saxena, 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 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company to be held in the calendar year 2028 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 Mrs. Urvashi Saxena 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 are hereby authorised to do all acts, deeds and things including filings with the appropriate

AGM NOTICE

authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

6. 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 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, and as per recommendation with Nomination and Remuneration Committee, 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 2023-24, 2024-25 and 2025-26, 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."

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

Vijay Thaker
Vice President- Company Secretary &
Compliance Officer

Date: 11 August 2023

Place: Mumbai

NOTES

- Ministry of Corporate Affairs ("MCA") has vide its circular dated 28 December 2022 ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circulars") and other applicable circulars issued in this regard, have allowed the companies to conduct Annual General Meeting ("AGM") through VC/OAVM till 30 September 2023 without physical presence of Members at a common venue. In accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA Circulars and SEBI Circulars, the 29th AGM of the Company is being held through VC/OAVM.
In accordance with the MCA Circulars and SEBI Circulars, provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 29th AGM of the Company is being held through VC/OAVM on Tuesday, 26 September 2023 at 03:00 p.m. IST. The deemed venue for the AGM shall be the Registered Office of the Company.
- The Explanatory Statement pursuant to Section 102 of the Act, in respect of the special business set out at Item Nos. 3 to 6 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.
- As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- However, Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Company at compliance.officer@erosintl.com through its registered email address.
- In accordance with the circulars issued by MCA and SEBI, the Notice of the 29th AGM along with the Annual Report 2022-23 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 29th AGM along with Annual Report for the financial year 2022-23 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on website of the Company, i.e. www.erosmediaworld.com, 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 Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
- 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. 18.
- Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in this Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance.officer@erosintl.com.
- 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, 19 September, 2023 to Tuesday, 26 September, 2023 (both days inclusive).
- 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 DPs in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents (RTA) of the Company i.e. Link Intime India Private Limited in case the shares are held by them in physical form.
- 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.
- SEBI vide its notification dated 24 January, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

13. SEBI vide its Circular dated 25 January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Members can contact the company or RTA for assistance in this regulation.
14. Pursuant to Section 72 of the Act, 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 RTA. 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 RTA. These forms will be made available on request.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. 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 during the AGM.
17. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 1 October 2023, and linking PAN with Aadhaar by 30 June 2023 vide its circular dated 16 March 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at rt.helpdesk@linkintime.co.in. These forms will be made available on request. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs.

In case a holder of physical securities fails to furnish PAN and KYC details before 1 October 2023 or link their PAN with Aadhaar before 30 June 2023, in accordance with the SEBI circular dated 16 March 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31 December 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

18. 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 CDSL to provide e-voting 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, 19 September 2023. 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, 19 September 2023, 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, 19 September 2023; 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 RTA. In case of any queries, members may contact Company's RTA, 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 DPs and in respect of Physical Holdings with the Company's RTA, by sending an email at rt.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. C R Bhagwat, Practicing Company Secretary, (Membership No. F7075, CP No: 26844) proprietor of C R Bhagwat & 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.erosmediaworld.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

viii. 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, 22 September 2023. End of e-voting: Up to 5:00 p.m. (IST) on Monday, 25 September 2023. 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 December 09, 2020**, under Regulation 44 of SEBI Listing Regulations, 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) Pursuant to **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 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"> 1) 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. 2) 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) 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"> 1) 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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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. 2) 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 3) 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 hold with NSDL), Password/OTP and a Verification Code as shown 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	<p>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.</p>

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 toll free no.: 1800 22 5533.
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 1800 102 0990 and 1800 22 4430.

- e) Login method for e-voting 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 Physical Shareholders and other than individual shareholders holding shares in Demat 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 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, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.
- r) **Note for Non - Individual Shareholders and Custodians - For Remote Voting only.**
 - 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 will be mapped automatically and can be delink in case of wrong mapping.
 - 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,

AGM NOTICE

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 (DPs)
 - c. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DPs) which is mandatory while e-voting & joining virtual meetings through Depository.
19. 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.
 20. 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 400 083, RTA of the Company.
 21. 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 DPs and holdings should be verified.
 22. SEBI vide its Circular dated 3 November 2021, has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to Link Intime India Private Limited Unit - Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 0839 or by email to mt.helpdesk@linkintime.co.in from their registered email id.

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: 11 August 2023
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 ("AGM") held on 15 December 2020 had 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 of the Company on the terms and conditions including payment of remuneration as mentioned therein.

Post COVID-19, the Company had challenges in completing projects for releasing its films on account of significant cashflow challenges leading to deferment of planned film slate. This impacted the revenue and profitability of the Company during financial year 2022-23, and the Company was forced to evaluate strategic assets sale of its Music library to a third party. The consequent reduction of Bank debt and liquidity in the balances is expected to allow the Company to recommence production on its previously planned film slate.

As a result of the above, the remuneration paid/payable to Mr. Sunil Lulla for the financial year 2022-23 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 29 May 2023, subject to the approval of the Members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid / payable 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 / payable 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 his 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.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of the Members.

Item No. 4

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board"), basis the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Sagar S. Sadhwani (DIN: 03559502) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 11 August 2023.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and Article 153 of the Articles of Association of the Company, Mr. Sagar Sadhwani being an Additional Director, holds office up to the date of this Annual General Meeting ("AGM") of the Company. The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing

the candidature of Mr. Sagar Sadhwani for the office of a Director of the Company.

Mr. Sagar Sadhwani is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority. The profile and specific areas of expertise of Mr. Sadhwani are provided as Annexure to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Sadhwani on the Board of the Company and accordingly the Board recommends the appointment of Mr. Sadhwani as Director (Non-Executive and Non-Independent) as proposed in the resolution set out at Item No. 4 for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Sagar S. Sadhwani is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, had appointed Mrs. Urvasi Saxena (DIN: 02021303) as an Additional Independent Director, not liable to retire by rotation w.e.f. 11 August 2023.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and Article 153 of the Articles of Association of the Company, Mrs. Urvasi Saxena shall hold office up to the date of this Annual General Meeting 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 her candidature for the office of Director. The profile and specific areas of expertise of Mrs. Saxena are provided as Annexure to this Notice.

Mrs. Urvasi Saxena has given her declaration to the Board that she 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. She has also given her consent to act as a Director.

In the opinion of the Board, Mrs. Saxena 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 she 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 her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Saxena on the Board of the Company and accordingly the Board recommends appointment of Mrs. Saxena as an Independent Director as proposed in the resolution set out at Item No. 5 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 Mrs. Urvasi Saxena is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Item No. 6

The Members at the 27th Annual General Meeting ("AGM") held on 28 September 2021 had approved, under the provisions of Section 197 of the Companies Act, 2013 ("Act") 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. 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 2022-23.

In terms of Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act 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 Schedule V to the Act.

With the enhanced Corporate Governance requirements under the Act and the SEBI (Listing obligations and Disclosure Requirement), Regulations, 2015 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 Nomination and Remuneration Committee and the Board of Directors at its meeting held on 29 May 2023 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 2023-24 to 2025-26 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 & Entertainment ("M&E") sector grew 20% to INR 2.1 trillion (US\$26.2 billion), 10% above its pre-pandemic levels. While television remained the largest segment, digital media cemented its position as a strong number two segment followed by print media. The M&E sector is expected to grow 11.5% in 2023 to reach INR 2.34 trillion (US\$29.2 billion), then grow at a CAGR of 10% to reach INR 2.83 trillion (US\$35.4 billion) by 2025.

The filmed entertainment segment recovered as theatrical releases doubled and reclaimed the fourth position overtaking online gaming. Over 1,600 films were released in 2022, which is 9% higher than 2019 levels. 335 Indian films were released overseas. Gross box Office (GBO) revenues increased almost three times the revenues of 2021 to INR 105 billion. The INR 100 billion mark in GBO collections was crossed only the second time in Indian history. There is a large expansion in regional films. Of the 1,623 movies released this year across languages, the highest number of films were released in Telugu (278), Kannada (233), followed by Tamil (288) and Malayalam (199). Only 194 films were released in Hindi. Filmed entertainment recovered to 90% of its pre-pandemic levels. We expect the film segment to continue to grow, driven by theatrical revenues as Hindi movies go mass in their storytelling, incorporate more VFX to enhance the movie-going experience and expand into tier-II and III cities.

The Filmed Entertainment segment will grow to INR 228 billion by 2025 driven by higher per capita income, which will expand the cinema audience base to 120 to 150 million, and by offering segmented offerings - classy and massey - for distinct audience sets across markets and price points.

In the digital media space, the sharing economy is likely to manifest itself in group subscription products for families, friends, neighbours, colleges and corporates. Furthermore, there will be more opportunities for content syndication among telecommunication companies, direct-to-consumer platforms of brands and through various distribution channels such as transactional video-on-demand (TVOD). These opportunities have the potential to generate more than INR 10 Billion by 2025.

The demand for original content is expected increase from 3,000 hours in 2021 to over 4,000 hours by 2025, supplementing the digital video subscription industry in India for significant growth and expansion going ahead.

B) Date of expected 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:

Please refer Page No. 7 of the Annual Report.

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 FIIs 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. Manmohan Kumar Sardana	Mrs. Urvashi Saxena	Mr. Sagar Sathwani
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.erosmediaworld.com . 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	31/08/2021	11/08/2023	11/08/2023
Past Remuneration (Amount in ₹)				
FY 2022-23	34,50,000	22,50,000	NA	NA
FY 2021-22	33,70,000	11,50,274	NA	NA
FY 2020-21	31,20,000	NA	NA	NA
*Maximum amount of remuneration for FY 2023-24 (Amount in ₹)	17,00,000	17,00,000	17,00,000	17,00,000

Name of Director	Mr. Dharendra Swarup	Mr. Manmohan Kumar Sardana	Mrs. Urvashi Saxena	Mr. Sagar Sadhwani
Remuneration proposed (Amount in ₹)	17,00,000	8,50,000	8,50,000	8,50,000
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 Nomination and Remuneration Committee 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.

III. Other Information

A. Reasons of loss or inadequate profits:

As per Expected Credit Loss ("ECL") Policy, on quarterly basis, senior management reviews content advances un-utilised for a period more than 3 years from the date when such advances were given. Based on review, where management foresee that a substantial period of time will be taken to complete the film project, a provision will be made for 10% of such content advances on a quarterly basis.

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.erosmediaworld.com.

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 2025-26. 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 03 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. 6 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, Mrs. Urvashi Saxena, Mr. Manmohan Kumar Sardana and Mr. Sagar Sadhwani are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

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

Vijay Thaker
Vice President- Company Secretary &
Compliance Officer

Date: 11 August 2023
Place: Mumbai

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. Vijay Thaker	Mr. Sagar Sadhwani	Mrs. Urvashi Saxena
DIN	01867309	03559502	02021303
Designation	Executive Director and VP-Company Secretary & Compliance Officer	Non-Executive Non-Independent Director	Independent Director
Date of Birth and Age	10 December 1954; 69 years	04 December 1986; 37 years	14 June 1945; 78 Years
Date of First Appointment on the Board	19 May 2022	11 August 2023	11 August 2023
Qualifications	CA, CS, LLB, MBA	Software Engineering	Law graduate
Profile	Mr. Vijay Thaker, aged 69 years, is a Fellow Member of the Institute of Chartered Accountants of India and Associate Member of the Institute of Company Secretaries of India since 1988 and also holds MBA (Finance) degree from Institute of Chartered Financial Analyst of India, Bachelor Degree in Law and Bachelor Degree in Commerce in Accounts. He has an overall experience of 37+ years and had been responsible for Corporate & Secretarial Compliances, Corporate Finance, Budgetary Controls, Business Plan, Treasury Functions, Profit Planning, Project Accounting, Internal, Statutory and tax Audit, Mergers, demergers & acquisition, Management & Operational Audit, & Taxation.	Mr. Sagar Sadhwani, aged 37 years, holds a Bachelor's degree in Electrical and Electronics Engineering and a Master's degree in Technology in Software Engineering. He is a seasoned media professional with 16+ years of diverse experience in Business Development, Theatrical Distribution of Indian films, Content Syndication & Ancillary Sales, Marketing & Finance Management for Media / Entertainment companies. Mr. Sagar has fully managed worldwide distribution of 25+ mega budget films of various South Indian languages.	Mrs. Urvashi Saxena, aged 78 years, is a post graduate in History from the University of Allahabad and a Law graduate from the Lucknow University. She joined the Indian Revenue Service in 1968 and retired in 2005, as Chief Commissioner of Income Tax Mumbai. Thereafter, she was appointed as a Member of the Income Tax Settlement Commission from where she retired as Chairman in June 2007. After retirement she joined a Law firm in Mumbai as advisor on matters of Taxation and company affairs.
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"> • 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. 26 September 2023 to the conclusion of the Annual General Meeting of the Company to be held in the Calendar Year 2028. • Not liable to retire by rotation. <p>Termination:</p> <ul style="list-style-type: none"> • 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.

Name	Mr. Vijay Thaker	Mr. Sagar Sadhwani	Mrs. Urvashi Saxena
Directorships held in other companies (as on March 31, 2023)	1) Total Carriers Private Limited 2) B4U Broadband (India) Private Limited 3) B4U Television Network India Limited 4) ErosNow Private Limited 5) Eros Animation Private Limited 6) Eyeqube Studios Private Limited 7) EM Publishing Private Limited 8) Salvi Chemical Industries Limited		
Last remuneration drawn	₹ 60,00,000 (as VP-Company Secretary & Compliance Officer)	NA	NA
Remuneration to be paid	NIL	NIL	NIL
Memberships/ Chairmanships of Committees of other companies	<ul style="list-style-type: none"> • Salvi Chemical Industries Limited Audit Committee (Member) Nomination and Remuneration Committee (Chairman) • B4U Broadband (India) Private Limited Audit Committee (Member) • B4U Television Network India Limited Audit Committee (Member) 		
Number of Board Meetings attended during FY 2022-23	Six (6)	NIL	NIL
Relationship with other Directors, Key Managerial Personnel	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	NIL	NIL
Number of Stock Options	NIL	NIL	NIL