

# Notice

**Registered office:** 201, Kailash Plaza, Plot no. A-12, Opp. Laxmi Industrial Estate, Link Road, Andheri West, Mumbai 400 053  
 Phone: +91 22 66021500, Fax: +91 22 66021540 Email: [compliance.officer@erosintl.com](mailto:compliance.officer@erosintl.com) Website: [www.erosintl.com](http://www.erosintl.com)  
**CIN:** L99999MH1994PLC080502

**NOTICE** is hereby given that the Twenty First Annual General Meeting of the Members of Eros International Media Limited will be held on Thursday, the 3<sup>rd</sup> day of September, 2015 at 3:00 p.m. at 'The Club', D N Nagar, Andheri West, Mumbai 400 053, to transact the following business:

## ORDINARY BUSINESS:

### 1. To receive, consider and adopt:

- a. the audited financial statements of the Company for the financial year ended 31 March, 2015, together with the Report of the Directors' and Auditors thereon.
- b. the audited consolidated financial statements of the Company for the financial year ended 31 March, 2015, together with the Report of the Auditors thereon.

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

### 3. To ratify the appointment of Statutory Auditors 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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Walker Chandok & Co LLP, Chartered Accountants, (Firm Registration No.001076N/N500013), as the Statutory Auditors of the Company, who were appointed by the members at their Annual General meeting held on 25 September, 2014 to hold the office of Auditors upto the 3<sup>rd</sup> consecutive meeting from the year 2014, be and is hereby ratified to hold the office of auditors from the conclusion of this meeting to the next annual general meeting of the Company on a remuneration as may be decided by the Board."

## SPECIAL BUSINESS:

### 4. Appointment of Mr. Rakesh Sood (DIN 07170411) 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 read with Schedule IV of the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rakesh Sood (DIN 07170411), 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 Companies Act 2013, 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 till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2020."

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

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sunil Lulla as an Executive-Vice Chairman & Managing Director (DIN 00243191) for a period of five (5) years with effect from 28 September, 2015 to discharge functions, duties, responsibilities, delegated by the Board of Directors from time to time, and such other acts as may be required as per applicable Laws, Acts, Regulations, on such terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committees constituted by the board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and mutually

agreed with Mr. Sunil Lulla, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.”

**“RESOLVED FURTHER THAT** Mr. Sunil Lulla shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** in the event of there being any loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Mr. Sunil Lulla, Executive Vice Chairman and Managing Director, shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.”

#### **6. Payment of remuneration to Ms. Jyoti Deshpande (DIN02303283) on her re-appointment as Executive Director**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Ms. Jyoti Deshpande (DIN 02303283) as an Executive Director of the Company for a period of five (5) years commencing from 1 October, 2015 till 30 September, 2020 on such terms and conditions including remuneration & commission as set out in the Statement annexed to the Notice convening this Meeting, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committees constituted by the board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and mutually agreed with Ms. Jyoti Deshpande subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

**“RESOLVED FURTHER THAT** in the event of there being any loss or inadequacy of profits for any financial

year, the aforesaid remuneration payable to Ms. Jyoti Deshpande, as the Executive Director of the Company, shall be the minimum remuneration payable to her in terms of the provisions of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.”

#### **7. Articles of Association**

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

**“RESOLVED THAT** pursuant to provisions of Section 5 read with Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the draft regulations contained in the Articles of the Association as placed before this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign and execute such papers, documents, deeds and instrument and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution relating to adoption of a new set of Articles of Association by the Company.”

#### **8. Commission to Non Executive Directors**

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 Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Non – Executive Directors of the Company (i.e. Directors other than the Managing Director and/or the Whole Time Director and Executive Directors) be paid remuneration by way of commission, in addition to the sitting fees for attending meetings of the Board of Directors and/or Committees thereof, as the Board

of Directors may determine from time to time, not exceeding in aggregate one percent (1%) of net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.”

**“RESOLVED FURTHER THAT** consent of the Members be and is hereby given for maintenance of office of the Chairman of the Company, being Non Executive in nature and reimbursement of all the expenses incurred by the Chairman towards performance of his duties as such, upto such limits as may be decided by the Board of Directors from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### 9. Material Related Party Transaction

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 Clause 49 and any other applicable clause(s) of the Listing Agreement executed with the Stock Exchanges (including any amendment(s), modification(s) or re-enactment(s) thereof), and Section 188 and any other applicable provisions of the Companies Act, 2013 and applicable rules thereto, 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 Worldwide FZ LLC (EWW), holding company and a Related Party under Section 2(76) of the Companies Act, 2013 and Clause 49 (VII) (B)(2) of the Listing Agreement; for exploitation of Indian Film Rights and Indian Non Film Music Publish Rights of the Company outside India, for an estimated amount of ₹ 600 crores in each financial year on such terms and

conditions as stated in the Relationship Agreement dated 16 December 2009, entered into by the Company, Eros International Plc, ultimate parent company and Eros Worldwide FZ LLC, holding company, as approved and renewed 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 EWW for exploitation of rights outside India within the maximum aforesaid limits and in accordance with the Relationship Agreement.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter/vary the terms and conditions as stated in the Relationship Agreement entered by the Company with Eros International Plc, ultimate parent company and Eros Worldwide FZ LLC, holding company, 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 this Resolution.”

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

Place : Mumbai  
Date : 29 May, 2015

**Dimple Mehta**  
Company Secretary &  
Compliance Officer

## NOTES

1. 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 proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing the proxy (as per the format provided hereinafter), in order to be effective, should be duly stamped, completed and signed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the meeting.
3. MEMBER/PROXY SHOULD BRING THE ATTENDANCE SLIP SENT HERewith, DULY FILLED IN, FOR ATTENDING THE MEETING.
4. Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21 August, 2015 till Friday, 28 August, 2015 (both days inclusive).
7. 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 / Registrars and Transfer Agent, M/s. Link Intime India Private Limited.
8. 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 & Transfer Agent.
9. 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 & Transfer Agent.
10. Relevant documents referred to in this Notice and the statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection at the Corporate Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.
11. Every Member entitled to vote at the Annual General Meeting 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 hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. 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.
12. The Company has designated an exclusive email id [compliance.officer@erosintl.com](mailto: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.
13. 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 Company Secretary / Link Intime India Private Limited, 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 25 September, 2014 (date of the last Annual General Meeting) on the website of the Company [www.erosintl.com](http://www.erosintl.com), and also on the website of the Ministry of Corporate Affairs.
14. Members are requested to bring their Attendance Slip alongwith copy of the Report and Accounts to the Annual General Meeting.
15. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31 March, 2015 may visit the Company's website [www.erosintl.com](http://www.erosintl.com) or send their queries to the Company

Secretary at the Corporate Office of the Company, at least ten(10) days before the Annual General Meeting.

16. In terms of the applicable provisions of the new Companies Act, 2013 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.

Although 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](mailto:rnt.helpdesk@linkintime.co.in) or [compliance.officer@erosintl.com](mailto: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-13 Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
17. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of this Notice.
18. Electronic copy of the Notice convening the 21<sup>st</sup> Annual General meeting 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 email addresses, physical copies of the Notice convening the 21<sup>st</sup> Annual General meeting of the Company, the Annual Report alongwith the process of

e-voting and the Attendance Slip, Proxy Form and Ballot Paper are being sent in the permitted mode.

19. Members may also note that the Notice convening the 21<sup>st</sup> Annual General Meeting and the Annual Report 2015 will also be available on the Company's website [www.erosintl.com](http://www.erosintl.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](mailto:compliance.officer@erosintl.com)

## 20. Voting

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its Members the facility to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting by electronic means. Members may cast their votes by way of remote voting (voting by way of using an electronic voting system from a place other than the venue of the Meeting). The e-Voting Services are provided by Central Depository Services (India) Limited (CDSL).
- b. The facility for voting, through ballot paper, shall be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

## 21. General Instructions

- a. The e-voting period commences on Monday, 31 August, 2015 (9.00 a.m. IST) and ends on Wednesday, 2 September, 2015 (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut off date i.e. Friday, 28 August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- b. 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. Friday, 28 August, 2015, may obtain the login ID and password by sending a request at [helpdesk@evotingindia.com](mailto:helpdesk@evotingindia.com). However, if a member is already registered with CDSL for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

- c. 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.
- d. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date (record date) of Friday, 28 August, 2015.
- e. Mr. Haresh Jani, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f. 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.
- g. 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, not later than two (2) days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of voting forthwith.
- h. The Results alongwith the Scrutinizers Report shall be placed on the Company's website [www.erosintl.com](http://www.erosintl.com) and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited.

#### Notes and instructions for E-voting

- i. Members to log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.

iii. 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.

iv. Next enter the Image Verification as displayed and Click on Login.

v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

vi. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Ballot Paper / 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.  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 (iii).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - x. Click on the EVSN for EROS International Media Limited on which you choose to vote.
  - xi. 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.
  - xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - xiii. 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.
  - xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - xvi. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xvii. Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUFs, NRIs etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details, 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

In case a Member receives physical copy of the Notice of AGM ( for members whose email Ids are not registered with the Company / Depository Participant(s) and want to do e-Voting then Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

The remote e-voting period begins on Monday, 31 August 2015 (9.00 a.m. IST) to Wednesday, 2 September 2015 (5.00 p.m. IST). During this period, Shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 28 August 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or contact Central Depository Services (India) Limited (CDSL) at 17th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 **Helpdesk:** 18002005533 or on Tel: +91 22 22723333 (**Helpdesk Timings** Monday - Friday : 10:00 AM to 6:15 PM Saturday : 10:00 AM to 2:00 PM)

#### 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 need not use all the votes nor needs to cast all the votes in the same way.
- iv. Members can download the Ballot Paper from the link [www.erosintl.com](http://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-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai 400 078, fill in the details and send the same to the Scrutinizer.

Compound, L. B. S. Marg, Bhandup (W), Mumbai 400 078 on or before the close of working hours (5.00 p.m) on Wednesday, 2 September, 2015. No other request/ details furnished in the Self Addressed envelope will be entertained.

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 also 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.

vii. The Ballot Papers received after close of working hours (5.00 p.m), Wednesday, 2 September, 2015 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**

vi. You are requested to carefully read the instructions printed on the Ballot Paper and return the Form (no other Form or photocopy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer at C-13, Pannalal Silk Mills

Place : Mumbai  
Date : 29 May, 2015

**Dimple Mehta**  
Company Secretary &  
Compliance Officer

CIN: L99999MH1994PLC080502

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying Notice:

##### **Item No. 4:**

The Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013, had appointed Mr. Rakesh Sood (DIN 07170411) as an Additional Director w.e.f. 1 May, 2015.

In terms of the provisions of the above Section, Mr. Rakesh Sood holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rakesh Sood for the office of Director of the Company.

Mr. Rakesh Sood is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Rakesh Sood that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In opinion of the Board, Mr. Rakesh Sood fulfils all conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Rakesh Sood is independent of the management and possesses appropriate skills, experience and knowledge, inter alia, in the field of finance.

Brief profile of Mr. Rakesh Sood alongwith other details as stipulated in the Listing Agreement are stated at length below:

<b>Name</b>	<b>Mr. Rakesh Sood</b>
DIN	07170411
Designation	Independent Director
Date of Birth	05 February, 1953
Date of Appointment	01 May, 2015 (as Additional Director)
Qualifications	Post Graduate studies in Physics and in Economics & Defence
Profile	Ambassador Rakesh Sood is a Post Graduate in Physics and additionally in Economics and Defence studies. He has over 36 years of experience in the field of foreign affairs, economic diplomacy and international security issues.

Before joining the Indian Foreign Service in 1976, Ambassador Sood worked for a couple of years in the private sector. Ambassador Sood initially served in the Indian missions at Brussels, Dakar, Geneva and Islamabad in different capacities and as



Deputy Chief of Mission in Washington, later in his career. He set up the Disarmament and International Security Affairs Division in the Foreign Ministry, which he led for eight years till the end of 2000.

During this period, Ambassador Sood was in charge for multilateral disarmament negotiations, bilateral dialogues with Pakistan, strategic dialogues with other countries including US, UK, France and Israel (especially after the nuclear tests in 1998), and dealt with India's role in the ASEAN Regional Forum, as part of the 'look East' policy.

He then served as India's first Ambassador – Permanent Representative to the Conference on Disarmament at the United Nations in Geneva. He also chaired a number of international Working Groups including those relating to negotiations on landmines and cluster munitions and was a member of UN Secretary General's Disarmament Advisory Board (2002-03).

Subsequently, he was India's Ambassador to Afghanistan from 2005 to early 2008, Ambassador to Nepal from 2008 to 2011 and to France from 2011 to March 2013.

In September 2013, Ambassador Sood was appointed Special Envoy of the Prime Minister for Disarmament and Non-Proliferation Issues; a position he held till May 2014.

Since his retirement he has been writing and commentating regularly in both print and audio visual media on India's foreign policy, its economic dimensions and regional & international security issues. He is a frequent speaker/contributor at various policy planning groups and reputed think-tanks in India and overseas.

Directorships held in other companies	Nil
Memberships/Chairmanships of Committees of other companies	Nil
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. Rakesh Sood be appointed as Independent Director of the Company for first term of five (5) years.

Except for Mr. Rakesh Sood who is interested in the resolution set out in Item no. 4 of the Notice pertaining to his appointment as Independent Director, none of the Directors or Key Managerial personnels (KMP) or their relatives are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

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

#### Item No. 5:

The Board of Directors of the Company at its meeting held on 29 May, 2015 has, subject to the approval of the members, re-appointed Mr. Sunil Lulla, as an Executive Vice Chairman & Managing Director of the Company (DIN 00243191) for another period of five (5) years from expiry of his present term viz. 27 September, 2015 till 26 September, 2020 on terms including remuneration as recommended and approved by the Nomination and Remuneration Committee.

Brief Profile of Mr. Sunil Lulla alongwith other details as stipulated in the Listing Agreement are stated at length below:

<b>Name</b>	<b>Mr. Sunil Lulla</b>
DIN	00243191
Designation	Executive Vice Chairman & Managing Director
Date of Birth	29 June, 1964
Date of Appointment	19 August, 1994
Qualifications	Bachelor of Commerce, University of Mumbai

Name	<b>Mr. Sunil Lulla</b>
Profile	<p>Mr. Sunil Lulla, a commerce graduate from University of Mumbai, has over 20 years of experience in the field of Media &amp; Entertainment Industry. He is associated with EROS Group since formation of the Company, being the first Member to subscribe to the Memorandum &amp; Articles of Association of the Company. During his stint as the Managing Director, he has contributed his mite to develop and expand the business of the Company in India. Under his leadership, the Company continued to achieve various milestones. He has been instrumental in developing and expanding EROS Group in India and also establishing the Company's existence in Distribution and Home entertainment &amp; music sector, in India.</p> <p>Mr. Sunil Lulla shares valuable relationships with the talents across the Indian Film Industry.</p> <p>On 28 September, 2009, Mr. Sunil Lulla was appointed as Executive Vice Chairman &amp; Managing Director of the Company.</p>
Directorships held in other companies	<ul style="list-style-type: none"> <li>➤ Eros International Films Private Limited</li> <li>➤ Eros Digital Private Limited</li> <li>➤ Big Screen Entertainment Private Limited</li> <li>➤ Ayngaran International Media Private Limited</li> <li>➤ Eros Television India Private Limited</li> <li>➤ Eyeqube Studios Private Limited</li> <li>➤ EM Publishing Private Limited</li> <li>➤ Eros Animation Private Limited</li> <li>➤ Eros Energy Private Limited</li> <li>➤ Colour Yellow Productions Private Limited</li> <li>➤ Eros International USA INC</li> <li>➤ Ayngaran International Limited</li> <li>➤ Eros International PLC (IOM)</li> </ul>
Memberships/Chairmanships of Committees of other companies	<ul style="list-style-type: none"> <li>➤ Member of Audit Committee of Eros International Films Private Ltd</li> </ul>
Number of shares held in the Company	1,400 shares
Number of Stock Options	Nil

It is proposed to seek approval of the members for re-appointment of Mr. Sunil Lulla as Executive Vice Chairman & Managing Director of the Company on the following terms including remuneration and commission, which are in accordance with applicable provisions of the Companies Act, 2013 and applicable rules thereto:

- i. Salary:- Salary of ₹ 30,00,000 (Rupees Thirty Lacs only) per month. (With an Annual increment of 10% on salary, payable at the commencement of each Financial Year).
- ii. Commission:- Commission upto 1% of net profits of the Company as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.
- iii. Company's contribution to the Provident Fund and

Super Annuation Fund and payment of Gratuity shall be as per the rules of the Company.

- iv. Benefits, Perquisites and Allowances:
  - a. Travelling Allowance: The Company shall bear all travelling expenses, including boarding and lodging, as per the rules of the Company during domestic and overseas business trips.
  - b. Accommodation Allowance: Rent-free furnished accommodation owned, leased or rented by the Company and reimbursement of Utility expenses at accommodation such as electricity, gas, water, payments to servants, etc.
  - c. Medical Allowance: All expenses on medical including hospitalisation, diagnostic checks, periodic health checks incurred by Director and his family, will be borne by the Company at actual cost.

- d. Club fees: Fees of Clubs subject to maximum of two clubs. This will include admission and life membership fees.
- e. All expenses relating to telephone at residence, mobile bills, PDA Charges and all other expenses incurred for the purpose of business of the Company shall be reimbursed by the Company at actual cost.
- f. Other benefits/Expenses as per the Company's policy, from time to time.
- v. Mr. Sunil Lulla has entered into an Agreement dated 1 October 2012 with the Company to lease out his property at Aumkar Bungalow, Gandhi Gram Road, Juhu, Mumbai - 400 049 for a monthly lease rental of ₹ 3 lacs plus Service Tax. Pursuant to the said Agreement, the Company has made a deposit of a sum of ₹ 149 lacs as on 31 March, 2015 as interest free refundable security. For due observance of terms and conditions of the Agreement. The copy of the agreement is available for inspection.
- vi. Mr. Sunil Lulla has entered into an Agreement dated 31 December 2014 with the Company (as co-owner) to lease out his property at 5th Floor, Supreme Chambers, Andheri (West), Mumbai 400 053 for a monthly lease rental of ₹ 20 lacs plus Service Tax. Pursuant to the said Agreement, the Company has made a deposit of a sum of ₹ 240 lacs as on 31 March, 2015 as interest free refundable security. For due observance of terms and conditions of the Agreement. The copy of the agreement is available for inspection.

Mr. Sunil Lulla satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He shall not be liable to retire by rotation.

In the event of there being any loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Mr. Sunil Lulla, shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.

Mr. Sunil Lulla is interested in the resolution set out in Item no. 5 of the Notice pertaining to his re-appointment and remuneration payable to him to the extent of the benefits and remuneration that he will get by virtue of his proposed re-appointment.

Relatives of Mr. Sunil Lulla may be deemed to be interested in the resolution set out at Item no. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except for Mr. Kishore Lulla, being brother of Mr. Sunil Lulla and Mr. Vijay Ahuja, being co-brother of Mr. Sunil Lulla, none of the other Directors, Key Managerial Personnels or their relatives are concerned or interested in Item No. 5 above.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

#### Item No. 6:

The Board of Directors of the Company at its meeting held on 29 May, 2015 has, subject to the approval of members, re-appointed Ms. Jyoti Deshpande (DIN 02303283), as Executive Director of the Company for another period of five (5) years from expiry of her present term viz. 1 October, 2015 till 30 September, 2020 on terms including remuneration as recommended and approved by the Nomination and Remuneration Committee.

Brief profile of Ms. Jyoti Deshpande alongwith other details as stipulated in the Listing Agreement are stated at length below:

Name	Ms. Jyoti Deshpande
DIN	02303283
Designation	Executive Director
Date of Birth	16 December, 1970
Date of Appointment	01 July, 2012
Qualifications	Bachelors degree in Commerce and Economics, University of Mumbai
Profile	Ms. Jyoti Deshpande, holds a Bachelors degree in Commerce and Economics from University of Mumbai and holds her Masters degree in Business Administration from University of Mumbai.

She has vast experience of over 22 years in the Media and Entertainment Industry. After initial kick off in India with J Walter Thompson, she moved to United Kingdom for her association as Senior Consultant with MindShare, UK. Being, a part of the core team that founded B4U Television Network in UK in 1998-99, she was successful in spreading its footprints across the world within a short span of two years.

<b>Name</b>	<b>Ms. Jyoti Deshpande</b>
	In 2001, she joined Eros International Group and played an instrumental role for listing of Eros International PLC on AIM, London Stock Exchange. In 2010, she successfully led Eros International Media Limited's listing on BSE and National Stock Exchange of India and in 2013, she spearheaded the listing of Eros International PLC on New York Stock Exchange. She is a Group Chief Executive Officer and Managing Director of Eros International PLC and part of the leadership team driving strategy as well as operations for the Group. Her experience has been valuable for our Company's growth and expansion within India, she has been appointed as an Executive Director to lead the Indian Group.
Directorships held in other companies	<ul style="list-style-type: none"> <li>➤ Mini Major Studios Private Limited</li> <li>➤ Eros International Plc (Isle of Man)</li> <li>➤ Mini Major Studios Pte Limited (Singapore)</li> </ul>
Memberships/Chairmanships of Committees of other companies	Nil
Number of shares held in the Company	1,42,790 shares
Number of Stock Options	5,71,160 stock options

It is proposed to seek approval of members for re-appointment of Ms. Jyoti Deshpande, as Executive Director of the Company, on the following terms including remuneration and commission, which are in accordance with applicable provisions of the Companies Act, 2013 and applicable rules thereto:

**Terms of Remuneration:-**

- i. Salary:- Salary of ₹ 8,00,000/- (Rupees Eight Lakhs only) per month. (With an Annual increment of 10% on salary, payable at the commencement of each financial year).
- ii. Commission:- Commission upto 1% of net profits of the Company as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.
- iii. Company's contribution to the Provident Fund and Super Annuation Fund and payment of Gratuity shall be as per rules of the Company.
- iv. Benefits, Perquisites and allowances.
  - a. Travelling Allowance: The Company shall bear all travelling expenses, including boarding and lodging, as per the rules of the Company during domestic and overseas business trips.
  - b. Accommodation Allowance: Rent-free furnished accommodation owned, leased or rented by the Company and reimbursement of Utility expenses

at accommodation such as electricity, gas, water, payments to servants, etc.

- c. Medical Allowance: All expenses on medical including hospitalisation, diagnostic checks, periodic health checks incurred by Director and his family, will be borne by the Company at actual cost.
- d. Club fees: Fees of Clubs subject to maximum of two clubs. This will include admission and life membership fees.
- e. All expenses relating to telephone at residence, mobile bills, PDA Charges and all other expenses incurred for the purpose of business of the Company shall be reimbursed by the Company at actual cost.
- f. Other benefits/Expenses as per the Company's policy, from time to time.

Ms. Jyoti Deshpande satisfies all the conditions as set out in Part I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the event of there being any loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Ms. Jyoti Deshpande, shall be the minimum remuneration payable to her in terms of the provisions of Schedule V of the Companies Act, 2013.

Ms. Jyoti Deshpande is interested in the resolution set out in Item No. 6 of the Notice pertaining to her re-appointment as Executive Director and remuneration payable to her to the extent of the benefits and remuneration that she will get by virtue of her proposed re-appointment.

Relatives of Ms. Jyoti Deshpande may be deemed to be interested in the resolution set out at Item no. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except for Ms. Jyoti Deshpande who is interested in the resolution set out in Item no. 6 of the Notice, none of the other Directors, Key Managerial Personnels or their relatives are concerned or interested in Item No. 6 above.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**Item No. 7:**

With Companies Act, 2013 and rules thereto, several regulations of the existing AoA of the Company required alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

In terms of Section 14 of the Companies Act, 2013, the consent of Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders and shall also be made available for inspection by the members.

None of the Directors, Key Managerial Personnels of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 7 of the Notice.

The Board commends the Special Resolution as set out at Item No. 7 of the Notice for approval by the shareholders.

**Item No. 8:**

The shareholders of the Company at their meeting held on 27 May, 2010 had approved the payment of remuneration by way of commission to Non Executive Directors, in addition to the Sitting Fees for attending the meeting of Board and Committees thereof, for a period of five years starting from 1 April, 2010.

Your Board of Directors have proposed to remunerate the Directors by payment of commission not exceeding one (1) % of net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act.

Further, the Company has adopted a non mandatory clause of the Listing Agreement regarding maintenance of Chairman's office. All the expenses incurred by the Chairman, being Non Executive Director towards performance of his duties as such, are reimbursed by the Company.

The said remuneration to non-executive directors shall be in addition to the sitting fees for attending meetings of the Board and Committees thereof.

Except for all the non-executive directors of the Company and their relatives, to the extent of their shareholding interest, if any, and to the extent of commission they receive from the Company, none of the other Directors, Key Managerial Personnels of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 8 of the Notice.

The Board commends the Special Resolution as set out at Item No. 8 of the Notice for approval by the Shareholders.

**Item No. 9:**

Pursuant to Clause 49 of the Listing Agreement and Section 188 and other applicable sections of the Companies Act, 2013 and applicable rules thereto, all material transactions with related party requires approval of the Shareholders of the Company through Special Resolution and the related parties shall abstain from voting on such resolutions.

The Company's transactions with its holding company viz. Eros Worldwide (EWW) FZ LLC, Dubai 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 percent of the annual consolidated turnover of the Company. EWW 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 Worldwide FZ LLC, Dubai
- (b) **Nature of Relationship:** Holding Company
- (c) **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Vijay Ahuja – being director in both the companies

(d) **Nature, material terms, monetary value and particulars of the contract or arrangement:** The Board of Directors of the Company at their meeting held on 13 February, 2014 had renewed the Relationship Agreement dated 16 December, 2009 entered by the Company with Eros Worldwide FZ LLC and Eros International Plc for assigning the Indian Film Rights and Indian Non Film Music Publish Rights (together termed as "Rights") acquired by the Company by engaging in production/co-production/acquisition of Films in India; to EWW with mark up as per transfer pricing study report for exploitation of the Rights outside India. The detailed terms and conditions as stated in the Relationship Agreement is available for inspection by the members.

The transactions with Eros Worldwide 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:** Nil

The proposed RPTs are in accordance with the Related Party Transactions policy of the Company and approved and recommended by the Audit Committee and by the Board of Directors of the Company.

As per clause 49(VII)(E) of the Listing agreement, 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, all related parties of the Company, including, among others, Eros Worldwide FZ LLC, Eros Group Companies ( to the extent of their shareholding interest in the Company), Mr. Vijay Ahuja, Mr. Kishore Lulla, Ms. Jyoti Deshpande & Mr. Sunil Lulla and their relatives will not vote on this resolution.

Except for the directors as stated above, no other Directors and Key Managerial Personnel of the Company is concerned or interested in the said resolution set out at Item No. 9 of the Notice.

The Board commends the Special Resolution as set out at Item No. 9 of the Notice for approval by the shareholders.

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

Place : Mumbai  
Date : 29 May, 2015

**Dimple Mehta**  
Company Secretary &  
Compliance Officer

**Registered Office:**

201, Kailash Plaza, Plot No. A-12,  
Opp. Laxmi Industrial Estate,  
Link Road, Andheri West,  
Mumbai 400 053

**Corporate Office:**

901/902, Supreme Chambers, Off.  
Veera Desai Road, Andheri West,  
Mumbai 400 053 Tel: +91 22 66021500  
Email: [compliance.officer@erosintl.com](mailto:compliance.officer@erosintl.com)

**Registrar and Transfer Agent:**

M/s. Link Intime India Private limited  
Unit: Eros International Media Limited  
C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (W),  
Mumbai 400 078 Tel: +91 22 25946970  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)









CIN: L99999MH1994PLC080502

Registered Office Address: 201, Kailash Plaza, Plot No.A-12, Opp. Laxmi Industrial Estate, Link Road, Andheri (West),

Mumbai-400 053 Phone: 91 22 66021500 Fax: 91 22 66021540 Email: [compliance.officer@erosintl.com](mailto:compliance.officer@erosintl.com)

Website: [www.erosintl.com](http://www.erosintl.com)

### Attendance Slip

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

21<sup>st</sup> Annual General Meeting on Thursday, 3<sup>rd</sup> September, 2015 at 3.00 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 No. 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, Plot no. A-12, Opp. Laxmi Industrial Estate, Link Road, Andheri West, Mumbai – 400 053

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 21<sup>st</sup> Annual General Meeting of the Company, to be held on Thursday, 3<sup>rd</sup> September, 2015 at 3.00 p.m. at The Club', D N Nagar, Andheri West, Mumbai 400 053 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:

