



September 2, 2016

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

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

Sub: Intimation of AGM and Book Closure

Ref: BSE Script Code: 533261; NSE Script Code: EROSMEDIA

Dear Sir(s),

This is to inform you that 22nd Annual General Meeting (AGM) of the Company is scheduled to be held on September 29, 2016 at 2.30 p.m. at The Club', D N Nagar, Andheri West, Mumbai 400 053 to transact the business as listed in the Notice.

Pursuant Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 22, 2016 till Thursday, September 29, 2016 (both days inclusive) for the purpose of convening Annual General Meeting.

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 September 22, 2016.

In terms of Regulation 44 of SEBI (LODR) Regulations, 2015 the remote e-voting facility will be provided to the members of the Company from September 26, 2016 (9.00 a.m.) to September 28, 2016 (5.00 p.m.).

Also please find attached the Notice of the 22nd Annual General Meeting. This will also be placed on our website at www.erosintl.com.

You are requested to kindly take note of the above.

Thanking You

Yours faithfully,
For Eros International Media Limited

Dimple Mehta
Vice President - Company Secretary and Compliance Officer



Encl: As Above

EROS INTERNATIONAL MEDIA LIMITED

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

Notice

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

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

CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 22nd Annual General Meeting (AGM) of the Members of Eros International Media Limited will be held on Thursday, the 29th day of September 2016 at 2.30 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 2016, 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 2016, together with the Report of the Auditors thereon.

2. 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 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 Chandiok &

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 upto the 3rd 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:

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

"RESOLVED TO NOTE THAT Mr. Vijay Ahuja (DIN: 02966514), a Director of the Company, who retires from office by rotation at this Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013, has expressed his unwillingness to be re-appointed as such, and accordingly it is resolved that the resultant vacancy on the Board be not filled up at this meeting".

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

Place : Mumbai

Date : 27 May 2016

Dimple Mehta

Vice President - 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 aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A person holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
2. The instrument appointing the proxy (as per the format provided with), in order to be effective, should be duly stamped, completed and signed and deposited at the Corporate Office of the Company not less than 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 Thursday, 22 September, 2016 till Thursday, 29 September, 2016 (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 / Registrar 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. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s Link Intime India Private Limited, Registrar & Transfer Agent for assistance in this regard.
11. 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. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Every Member entitled to vote at the AGM of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the AGM. However, a prior notice of not less than three (3) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
13. The Company has designated an exclusive email id compliance.officer@erosintl.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above email id.

Notice (contd.)

14. Members who are yet to encash their earlier dividend warrants for the interim dividend in FY 2012-13 are requested to contact the office of Company Secretary/ M/s Link Intime 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 3 September, 2015 (date of the last Annual General Meeting) on the website of the Company www.erosintl.com and also on the website of the Ministry of Corporate Affairs.
15. Members are requested to bring their Attendance Slip alongwith copy of the Report and Accounts to the Annual General Meeting.
16. Members who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31 March 2016 may visit the Company's website www.erosintl.com or send their queries to the Company Secretary at the Corporate Office of the Company atleast ten (10) days before the AGM.
17. In terms of the applicable provisions of the 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.
18. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

Although Company has given opportunity for registration of email addresses and has already obtained email addresses from some of its members, the Company once again request 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 or 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.

19. As none of the Directors are being appointed/ re-appointed at the Annual General Meeting, no details are attached to this Notice as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
20. Electronic copy of the Notice convening the 22nd AGM of the Company, the Annual Report alongwith the process of e-voting and the Attendance Slip, Proxy Form and Ballot Paper are being sent to all the members whose email Ids are registered with the Company /Depository Participants for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Notice convening the 22nd AGM of the Company, the Annual Report alongwith the process of e-voting and the Attendance Slip, Proxy Form and Ballot Paper are being sent in the permitted mode.
21. Members may also note that the Notice convening the 22nd Annual General Meeting and the Annual Report 2016 will also be available on the Company's website at 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.
22. The route map showing directions to reach the venue of the 22nd AGM is annexed.

23. Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased

to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Monday, 26 September, 2016 (9.00 am) and ends on Wednesday, 28 September, 2016 (5.00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 22 September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting is as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select “EVEN” of “Eros International Media Limited”.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to saurabhagarwal@mmjc.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

Notice (contd.)

- (i) Initial password is provided at the Ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 22 September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 22 September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. 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 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- XIII. Mr. Makarand Joshi, Practicing Company Secretary, (Membership No. 5533, COP: 3662) partner of M/s Makarand M. Joshi & Co. has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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.
- XV. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, and the results of the voting shall be declared not later than 48 hours from the conclusion of the AGM of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.erosintl.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited.
- Notes and instructions for voting through Ballot Paper**
- 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.
 - 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 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 (West), Mumbai 400 078, fill in the details and send the same to the Scrutinizer.
- v. Kindly note that the Members can opt only one mode of voting i.e either by Ballot Paper or e-voting. If you are opting for e-voting, then do not vote by Ballot Paper and vice versa. However, in case a Member has voted both in Ballot Paper as well as e-voting, then voting done through e-voting shall prevail and voting done through Ballot Paper will be treated as invalid.
- vi. You are requested to carefully read the instructions printed on the Ballot Paper and return the paper (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 Compound, L. B. S. Marg, Bhandup (West), Mumbai 400 078 on or before the close of working hours (5.00 p.m.) on Wednesday, 28 September, 2016. No other request/ details furnished in the Self Addressed envelope will be entertained.
- vii. The Ballot Papers received after close of working hours (5.00 p.m.), Wednesday, 28 September, 2016 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**

Place : Mumbai

Date : 27 May, 2016

Dimple Mehta
Vice President - Company Secretary &
Compliance Officer

CIN: L99999MH1994PLC080502

Notice (contd.)

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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice:

Item No. 3:

Mr. Vijay Ahuja (DIN-02966514) is a Non-Executive Non Independent Director of the Company. Mr. Ahuja was appointed on 10 February, 2010 as Executive Director on the Board of the Company after which he was re-appointed as such by the shareholders of the Company on 28 August, 2013. Being longest in office, Mr. Vijay Ahuja's office as director is liable to retire by rotation at the forthcoming Annual General Meeting(AGM).

Although eligible for re-appointment, Mr. Vijay Ahuja has expressed his unwillingness to be re-appointed as a director of the Company vide his letter dated 26 May, 2016. In view of the above vacancy, Your Board of Directors recommend not to fill up the vacancy caused due to such retirement.

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

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 (West),
Mumbai 400 078
Tel: +91 22 25946970
Email: rnt.helpdesk@linkintime.co.in

Mr. Vijay Ahuja is interested in the resolution set out in item No. 3 of the Notice. Relatives of Mr. Vijay Ahuja may deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except for Mr. Sunil Lulla and Mr. Kishore Lulla, co-brothers of Mr. Vijay Ahuja, none of the other Directors, Key Managerial Personnels or their relatives are concerned or interested in Item No. 3 above.

The Board recommends the resolution at Item No. 3 for approval by the members.

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

Place : Mumbai

Date : 27 May 2016

Dimple Mehta

Vice President - Company Secretary &
Compliance Officer



Eros International Media Limited

CIN: L99999MH1994PLC080502

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

Phone: 91 22 66021500 Fax: 91 22 66021540 Email: compliance.officer@erosintl.com

Website: www.erosintl.com

ATTENDANCE SLIP

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

22nd Annual General Meeting on Thursday, 29 September, 2016 at 2.30 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 22nd Annual General Meeting of the Company, to be held on Thursday, 29 September, 2016 at 2.30 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:

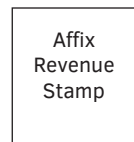
**I wish my above proxy to vote in the manner as indicated in the box below:





Sr. No.	Resolutions	Optional	
		For	Against
1	To receive, consider and adopt (a) audited financial statements of the Company for the year ended 31 March, 2016 together with Directors Report and Auditors Report thereon & (b) audited consolidated financial statements for the year ended 31 March, 2016 together with the auditors report thereon.		
2	To ratify the appointment of M/s Walker Chandio & Co LLP, Chartered Accountant, Mumbai (Registration No. – 001076N/N500013) Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.		
3	To note the retirement of Mr. Vijay Ahuja by rotation, who does not seek re-appointment and to resolve that the vacancy so created shall not be filled up		

Signed this day of 2016



.....
Signature of shareholder

.....
Signature of first proxy holder

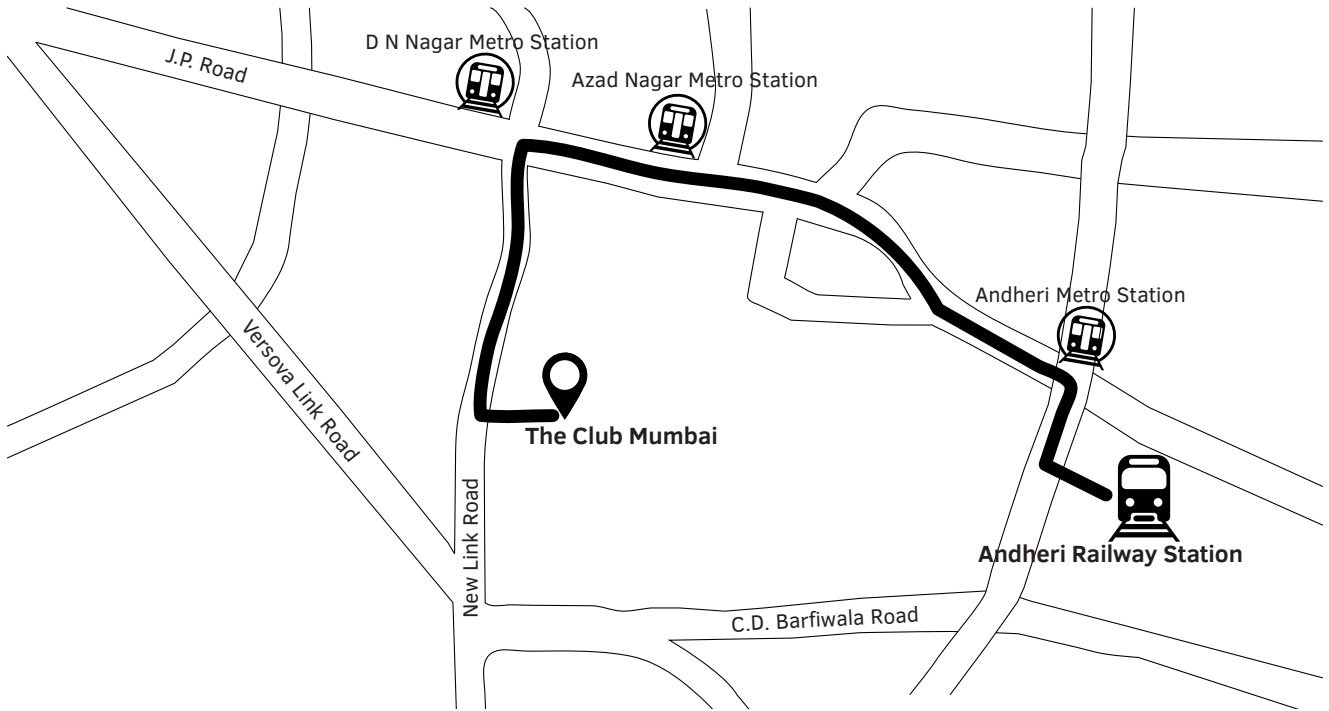
.....
Signature of second proxy holder

.....
Signature of third proxy holder

Note:

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

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



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