



September 4, 2017

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 23rd Annual General Meeting (AGM) of the Company is scheduled to be held on September 28, 2017 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 21, 2017 till Thursday, September 28, 2017 (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 Thursday, September 21, 2017.

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 24, 2017 (9.00 a.m.) to September 27, 2017 (5.00 p.m.).

Also, please find attached the Notice of the 23rd 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, Off. Andheri 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 E-mail: compliance.officer@erosintl.com Website: www.erosintl.com

CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 23rd Annual General Meeting (AGM) of the Members of Eros International Media Limited will be held on Thursday, the 28th day of September 2017 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 2017, 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 2017, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation, and being eligible, offers himself for re-appointment.

3. To appoint the Statutory Auditors of the Company and fix their remuneration.

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee, M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W), be appointed as Auditors of the Company, in place of retiring auditors M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), to hold office from the conclusion of this 23rd Annual General Meeting (AGM) until the conclusion of the 28th AGM, to be held in the year 2022 (subject to ratification of their appointment by members at every AGM, if so required by the Act), at such remuneration plus applicable tax, out of pocket expenses etc., as may be mutually agreed by the Audit Committee and the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. Payment of remuneration to Mr. Kishore Lulla (DIN 02303295) on his re-appointment as Executive Director

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

"RESOLVED THAT, pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meeting held on 26 May 2017 and subject to such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Kishore Lulla (DIN 02303295), as the Executive Director of the Company for a period of five (5) years w.e.f. 1 November, 2017 to 31 October, 2022 and payment of remuneration in the manner as set out below:

Terms of Remuneration:-

- i. Basic / Base Salary:- ₹ 11,00,000 /- (Rupees Eleven Lacs only) per month, with an Annual increment of 10% on salary, payable at the commencement of every Financial Year.
- ii. Commission:- Commission upto 1% of the 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. In addition to Item No. i, ii and iii as stated above, Mr. Kishore Lulla shall be entitled for the following 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.

Notice (contd.)

- c. Medical Allowance: All expenses on medical including hospitalization, 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."

"RESOLVED FURTHER THAT, notwithstanding anything contained herein, where in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate, the above remuneration shall be paid as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as aforesaid."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution and to do all such other acts, deeds, matters and things as may be proper, expedient or incidental thereto."

5. To approve Eros International Media Limited - Employee Stock Options Scheme 2017 and grant of stock options to the Employees of the Company under the said Scheme

To consider, review 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereto ("the Act"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements with the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Securities and Exchange Board of India (Share Based

Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and such other applicable regulations which may be issued and/or amended by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions; the consent of the Company be and is hereby authorized to formulate an Employee Stock Option Scheme 2017 named as Eros International Media Limited - Employee Stock Option Scheme 2017 ("EROS ESOS 2017" or the "Scheme"), on the broad terms and conditions as set out in the Explanatory Statement or other terms and conditions as may be decided by the Board (which shall include the Nomination and Remuneration Committee of the Board), to enable the grant of options, issue and allotment from time to time, in one or more tranches, not exceeding 5% of the Company's paid-up equity capital as on the date of passing this resolution for the benefit of such person(s) who are in permanent employment of the Company, in India or out of India including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided by the Board under EROS ESOS 2017, at such price(s) and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of EROS ESOS 2017."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional Equity Shares issued."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the option grantees under EROS ESOS 2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

Notice (contd.)

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to EROS ESOS 2017.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee or such other committee as may be formulated from time to time) be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the EROS ESOS 2017 and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company AND THAT the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under EROS ESOS 2017 on the Stock Exchanges where the Equity Shares of the Company are listed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate EROS ESOS 2017 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of EROS ESOS 2017 and do all other things incidental to and ancillary thereof.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint advisors, consultants or representatives, being incidental to the effective implementation and administration of EROS ESOS 2017 as also to make applications to the appropriate authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

6. To approve the grant of Stock options to the eligible employees of the Company’s Subsidiaries and Holding Company under the Eros International Media Limited Employee Stock Option Scheme 2017

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

“RESOLVED THAT, pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Shareholders be and is hereby accorded to extend the benefits of Eros International Media Limited - Employees Stock Option Scheme 2017 (hereinafter referred to as ‘EROS ESOS 2017’) (subject to shareholders approval on Item No. 5 above) to the present and future, permanent employees of the Holding company and subsidiary Company(ies) of the Company in India or outside and to the present and future Director(s), whether Whole-time Director or not, but excluding Independent Directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarized in the Explanatory Statement.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate EROS ESOS 2017 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of EROS ESOS 2017 and do all other things incidental to and ancillary thereof.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint advisors, consultants or representatives, being incidental to the effective implementation and administration of EROS ESOS 2017 as also to make applications to the appropriate authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

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

Dimple Mehta

Vice-President - Company Secretary &
Compliance Officer

Place : New Delhi
Date : 26 May, 2017

Notice (contd.)

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 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. The 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, 21 September 2017 till Thursday, 28 September 2017 (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. 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 of the Company, 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 between 11:00 a.m. to 1:00 p.m. upto the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 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 (24) hours before the time fixed for the commencement of the AGM. However, a prior notice of not less than three (3) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
13. The Company has designated an exclusive E-mail 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 E-mail ID.
14. Members who are yet to encash their earlier dividend warrants for the interim dividend in FY 2012-13 are requested to contact the office of the Company Secretary /M/s. Link Intime Private Limited, Registrar and Transfer Agent (RTA) of the Company for revalidation of the dividend warrants/issue of fresh demand drafts. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29 September, 2016 (date of the last Annual General Meeting) on the website of the

Notice (contd.)

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 Annual Report to the Annual General Meeting.
16. Members who wish to obtain any information on the Company or view the financial statements for the Financial Year ended 31 March 2017 may visit the Company's website at www.erosintl.com or send their queries to the Company Secretary at the Corporate Office of the Company atleast ten (10) days before the AGM.
17. In terms of the applicable provisions of the Companies Act, 2013 and rules thereto, the Company has obtained E-mail addresses of its Members and have given an advance opportunity to every Member to register their E-mail 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 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. E-mail 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 to the Company at compliance.officer@erosintl.com
 - ii. Written communication: By sending written communication addressed to the Company Secretary and Compliance Officer at the Corporate Office of the Company or to the Registrar and Transfer Agent of the Company at M/s. Link Intime India Private Limited, Unit – Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083.
19. Details as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2), in respect of the

Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Director have furnished the requisite declarations for his re-appointment.

20. Electronic copy of the Notice convening the 23rd 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 E-mail addresses, physical copies of the Notice convening the 23rd 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 sent in the permitted mode.
21. Members may also note that the Notice convening the 23rd Annual General Meeting and the Annual Report 2017 will also be available on the Company's website at www.erosintl.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send request to compliance.officer@erosintl.com
22. The Certificate from Statutory Auditors of the Company certifying that the Company's employee stock options scheme is being implemented in accordance with the SEBI (SBEB) Regulations, 2014, as amended, will be available for inspection at the AGM.
23. The route map showing directions to reach the venue of the 23rd AGM is annexed.

24. 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 cast their votes either for or against each resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by National Securities Depository Limited ("NSDL") and the business may be transacted through such voting.

Notice (contd.)

- 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 Sunday, 24 September, 2017 (9.00 a.m.) and ends on Wednesday, 27 September, 2017 (5.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 21 September 2017, 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 are as under:
 - A. In case a Member receives an E-mail from NSDL [for members whose E-mail IDs are registered with the Company/Depository Participants(s)]:
 - i. Open E-mail 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. If you are already registered with NSDL for e-Voting then you can use your existing user ID and 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.
 - 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]:
 - (i) Initial password is provided at the bottom of the Attendance Slip: 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.nsd.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.
 - 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 omkardindorkar@mmjc.in with a copy marked to evoting@nsdl.co.in

Notice (contd.)

NOTE:

Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).

- 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, 21 September 2017.
- 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, 21 September 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

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” or “Physical User Reset 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 shall only be entitled to avail the facility of remote e-voting as well as 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 authorized 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. The result will also be displayed on the Notice Board of the Company at its Corporate office and Registered Office.

Notes and instructions for voting through Ballot Paper

- i. Members desiring to cast their vote in Ballot Paper are requested to execute the Ballot Paper as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.
- ii. The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.
- iii. The Member 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-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083, fill in the details and send the same to the Scrutinizer.

Notice (contd.)

- v. Kindly note that the Members can opt only one mode of voting i.e. either by Ballot Paper or e-voting. If you are opting for e-voting, then do not vote by Ballot Paper and vice versa. However, in case a Member has voted both in Ballot Paper as well as e-voting, then voting done through e-voting shall prevail and voting done through Ballot Paper will be treated as invalid.
- vi. You are requested to carefully read the instructions printed on the Ballot Paper and return the paper duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer at C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083 on or before the close of working hours (5.00 p.m.) on Wednesday, 27 September 2017. 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, 27 September 2017 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**

Dimple Mehta
Vice-President - Company Secretary &
Compliance Officer

Place : New Delhi

Date : 26 May, 2017

Accordingly, the term of the existing Statutory Auditors, M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration No.001076N/N500013) is coming to end. The Board of Directors have recommended appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W), as the Statutory Auditors of the Company in place of M/s. Walker Chandiook & Co. LLP, Chartered Accountants, existing Statutory Auditors of the Company, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Twenty Eight (28th) Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval of the members.

Item No. 4:

The Board of Directors of the Company at its meeting held on 26 May 2017 has subject to the approval of members, re-appointed Mr. Kishore Lulla (DIN 02303295), as Executive Director of the Company for another period of five (5) years commencing from 1 November, 2017 till 31 October, 2022 on terms including remuneration as recommended and approved by the Nomination and Remuneration Committee.

Brief profile of Mr. Kishore Lulla alongwith other details as stipulated in the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting (SS - 2) are stated at length below:

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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice:

Item No. 3:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Companies Act, 2013 read with rules made thereunder, no listed Company shall appoint an audit firm as auditor for more than two consecutive terms of five years each and an audit firm which has completed its term shall not be eligible for reappointment as auditor in the same company.

Every listed Company existing on or before the commencement of Companies Act, 2013 (i.e. 1 April 2014) shall comply with the provisions of Companies Act, 2013 within three years.

Notice (contd.)

Name	Mr. Kishore Lulla
DIN	02303295
Designation	Executive Director
Date of Birth	04 September 1961
Age	55 Years
Date of Appointment	28 September 2009
Qualifications	Bachelor of Arts, University of Mumbai
Profile	<p>Mr. Kishore Lulla received a bachelor's degree in Arts from Mumbai University. He has over 30 years of experience in the filmed entertainment and media industry. He is a member of the British Academy of Film and Television Arts and Young Presidents' Organization and also a board member for the School of Film at the University of California, Los Angeles. He has been honored at the Asian Business Awards 2007 and the Indian Film Academy Awards 2007 for his contribution in taking Indian cinema global. In 2010, Mr. Lulla was awarded the Entrepreneur of the Year at the GG2 Leadership & Diversity Awards. In 2014, Forbes Asia featured Mr. Kishore Lulla on the list of Best under a Billion. He was also honoured with the 2014 Global Citizenship Award by the American Jewish Committee, a leading global Jewish advocacy organization. Mr. Lulla also received the Entertainment Visionary award at the 2015 Annual Gala Dinner from the Asia Society of Southern California. In 2015, he was further invited to attend the "billionaires' summer camp" in Sun Valley, an annual gathering of the world's most powerful entrepreneurs and business executives.</p> <p>Mr. Kishore Lulla has been instrumental in expanding the Company's presence in the United Kingdom, the U.S., Dubai, Australia, Fiji and other international markets. He is responsible for taking the Indian film industry to the global level.</p> <p>On 25 September 2014, Mr. Kishore Lulla was re-appointed by the members of the Company at the remuneration of ₹ 800,000/- (Eight Lakhs) per month and on other such terms and condition as approved by the members of the Company.</p>
Directorships held in other companies	<ul style="list-style-type: none"> • Eros International PLC (IOM) • Eros International Ltd. (UK) • Eros Network Ltd. (UK) • Eros International USA Inc • Eros Australia Pty Ltd. • Eros Films Limited (IOM) • Eros Digital Limited (IOM)
Memberships/Chairmanships of Committees of other companies	Nil
Number of shares held in the Company	Nil
Number of Stock Options	Nil
Number of Board Meetings attended during the year	Mr. Kishore Lulla attended 3 Board Meetings of the Company out of 5 Board Meetings held during the FY 2016-2017

It is proposed to seek approval of the members for re-appointment of Mr. Kishore Lulla as Executive Director 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. Basic/Base Salary:- ₹ 11,00,000/- (Rupees Eleven Lacs only) per month, with an Annual increment of 10% on salary, payable at the commencement of every Financial Year.
- ii. Commission:- Commission upto 1% of the 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. In addition to Item No. i, ii and iii as stated above, Mr. Kishore Lulla shall be entitled for the following Benefits, Perquisites and Allowances.
 - a. Travelling Allowance: The Company shall bear all the 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

Notice (contd.)

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

- c. Medical Allowance: All expenses on medical including hospitalization, 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.

Mr. Kishore Lulla 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 his re-appointment. He 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 Mr. Kishore Lulla, shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.

Mr. Kishore Lulla is interested in the resolution set out in Item No. 4 of the Notice pertaining to his re-appointment as Executive Director 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. Kishore Lulla may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except for Mr. Kishore Lulla himself, Mr. Sunil Lulla, being brother of Mr. Kishore Lulla, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in Item No. 4 above.

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

Item Nos. 5 & 6:

Stock option is an effective instrument to align the interests of employees with those of the company. The Company believes that this provides an opportunity to employees to participate in the growth of the Company, besides creating long-term wealth in their hands. "Employee Stock Option Scheme", being a reward system for employees, help the companies to attract, retain and motivate the best available talent in the increasingly competitive environment.

With the above objectives in mind the Board of Directors of the Company, at their meeting held on 26 May 2017, have approved the broad framework of Employee Stock Option Scheme for the Company which is in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and has proposed to the shareholders to approve the new Eros International Media Limited - Employee Stock Option Scheme 2017 (hereinafter referred to as "the EROS ESOS 2017" / "ESOS Scheme") for the benefit of eligible employees of the Company and employees of the existing and future subsidiary & holding companies and such other persons (including directors but not Independent Directors or any persons belonging to promoter or promoters group) as may be permitted from time to time, under prevailing laws, rules and regulations and/or amendment thereto from time to time.

The main features of the EROS ESOS 2017 are as under:

a) Brief description of the Scheme:

In order to encourage employee participation and value sharing with the permanent employees of the Company, its subsidiary companies, holding companies and such other persons (including the Directors except independent directors and promoters and promoters group), the Board of Directors vide its resolution dated 26 May 2017 have approved the new Eros International Media Limited - Employee Stock Option Scheme 2017 ("EROS ESOS 2017") and have recommended the shareholders to approve the same.

The said Scheme is in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and applicable provisions of the Companies Act, 2013 and rules thereto.

b) Total number of options to be granted:

The aggregate stock units proposed to be granted under the proposed EROS ESOS 2017 from time to time, shall not, upon exercise, exceed 5% of the issued, paid-up and subscribed capital of the Company as on the date of passing of this resolution.

Notice (contd.)

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation/ termination/ superannuation etc. of the employees or otherwise, would be available for being re-granted at a future date.

In case of any corporate action such as rights issues, bonus issues, merger and sale of division of the Company or such other actions, a fair and reasonable adjustment shall be made to the options granted. Accordingly, the ceiling of 5% equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Scheme:

The EROS ESOS 2017 shall extend to all the Present and future employees of the Company, to the employees of its existing and future subsidiaries and holding Company in India or outside India including its directors, whether whole time or not, but excluding Independent Directors and promoters, as may be identified by the Board or Committee.

d) Requirements of vesting, period of vesting and the maximum period within which the stock options shall be vested:

Fair Value method or any other method as may be prescribed by Ind-AS or SEBI Regulations from time to time.

e) Exercise price or pricing formula:

The Nomination and Remuneration Committee is authorized to determine the exercise price for the Options in accordance with Regulation 17 of the SEBI SBEB Regulations, i.e. in conformity with the applicable Guidance Note on Accounting for employee share-based Payments ("Guidance Note") or applicable statutory enactment as may be prescribed by the Institute of Chartered Accountants of India ("ICAI") from time to time, including the disclosure requirements prescribed therein. However, in any case, the exercise price shall not be less than the face value of the equity shares of the Company.

f) Exercise period and process of exercise:

The stock options granted under EROS ESOS 2017 shall have no lock-in after the options are vested. The Vested Options would be eligible to be exercised on the Vesting Date itself. On Vesting, the Options may be Exercised by the Option Grantee at any time within the period determined by the Nomination and Remuneration Committee from time to time subject to a maximum period of 5 years from the date of Vesting of the respective Options.

The ESOS Grantees may exercise units by addressing a communication to the Compliance Officer in the prescribed Form. The ESOS Grantee, shall, at the time of exercise

(a) mention the number of units that he/she is willing to exercise under the ESOS 2017; (b) state his/her Demat Account details specifying Depository Participant (D.P.) ID No. and Client ID No. to which the equity shares shall be transferred; (c) tender an amount equal to the aggregate exercise price payable in respect of the stock options exercised; and (d) tender the amount of tax as may be applicable.

g) The appraisal process for determining the eligibility of employees for the scheme:

The stock options to be granted to Employees would be based on the appraisal procedure which shall be determined by the Board of Directors or Nomination and Remuneration Committee, on the basis of work performance, period of service, managerial level, technical knowledge, future potential etc.

The Board/Nomination and Remuneration Committee may decide to extend the benefits of the EROS ESOS 2017 to new entrants or to existing employees on such basis as it may deem fit. The stock options to be granted to the non-executive (non-independent) directors shall be recommended by the Board of Directors.

h) Maximum number of units to be issued per employee and in aggregate and the maximum quantum of benefits to be provided per employee under the ESOS 2017:

The number of stock options that may be granted to any specific employee under the Scheme shall not, upon exercise, exceed 1% of the issued and paid-up equity share capital of the Company in any financial year. The total number of options to be granted shall not exceed 5% of the paid-up capital of the Company on the date of passing of this resolution. The maximum benefits to be provided per employee shall be the same as the maximum stock options per employee provided hereinabove.

i) Mode of implementation of the Scheme:

The EROS ESOS 2017 shall be implemented and administered directly by the Company.

j) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme involves new issue of shares by the Company upon exercise of options under EROS ESOP 2017.

k) The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

Notice (contd.)

l) Maximum percentage of secondary acquisition that can be made by the trust for the purposes of ESOP:

Not Applicable

m) Accounting Policies:

It is hereby confirmed that the Company shall comply with the accounting policies specified in Clause 15 of the SEBI SBEB Regulations, in respect of the shares issued under ESOS 2017.

n) Method of Valuation:

Fair value method or any other method as may be prescribed by Ind-As or SEBI regulations from time to time.

o) Condition under which option vested may lapse:

As per EROS ESOS 2017

p) Specified time period within which the employee shall exercise the vested options in the event of a proposed termination/resignation of employment:

As per EROS ESOS 2017

q) Other terms:

The EROS ESOS 2017 does not involve acquisition of shares from the Secondary Market and no loan is proposed to be provided by the Company to the employees for exercise of stock options. As per the SEBI Regulations, separate special resolution is required to be passed by the members if the benefits of EROS ESOS 2017 as set out in the Resolution No. 5 of this Notice is extended to the employees of the Subsidiary and Holding companies. Accordingly, separate special resolution seeking the approval of the members for extending the benefits of EROS ESOS 2017 to the employees of subsidiary and

Holding companies as may be decided by the Nomination and Remuneration Committee from time to time is placed before the members.

The Nomination and Remuneration Committee shall have the absolute authority to vary or modify the terms of EROS ESOP 2017 in accordance with the regulations prescribed by SEBI or regulations that may be issued by any appropriate authority from time to time, unless such variation, modification or alteration is detrimental to the interests of the Option Grantee.

Copy of the draft EROS ESOS 2017 is available for inspection by members at the Corporate office of the Company during business hours between 11:00 a.m. to 1:00 p.m. and will also be available at the venue of meeting.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution except in their capacity as shareholders and to the extent of the options/shares that may be issued under the Scheme.

The Board commends the Special Resolutions set out at Item Nos. 5 & 6 of the Notice for approval by the shareholders.

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

Dimple Mehta

Vice-President - Company Secretary &
Compliance Officer

Place : New Delhi
Date : 26 May, 2017

Registered Office:

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

Corporate Office:

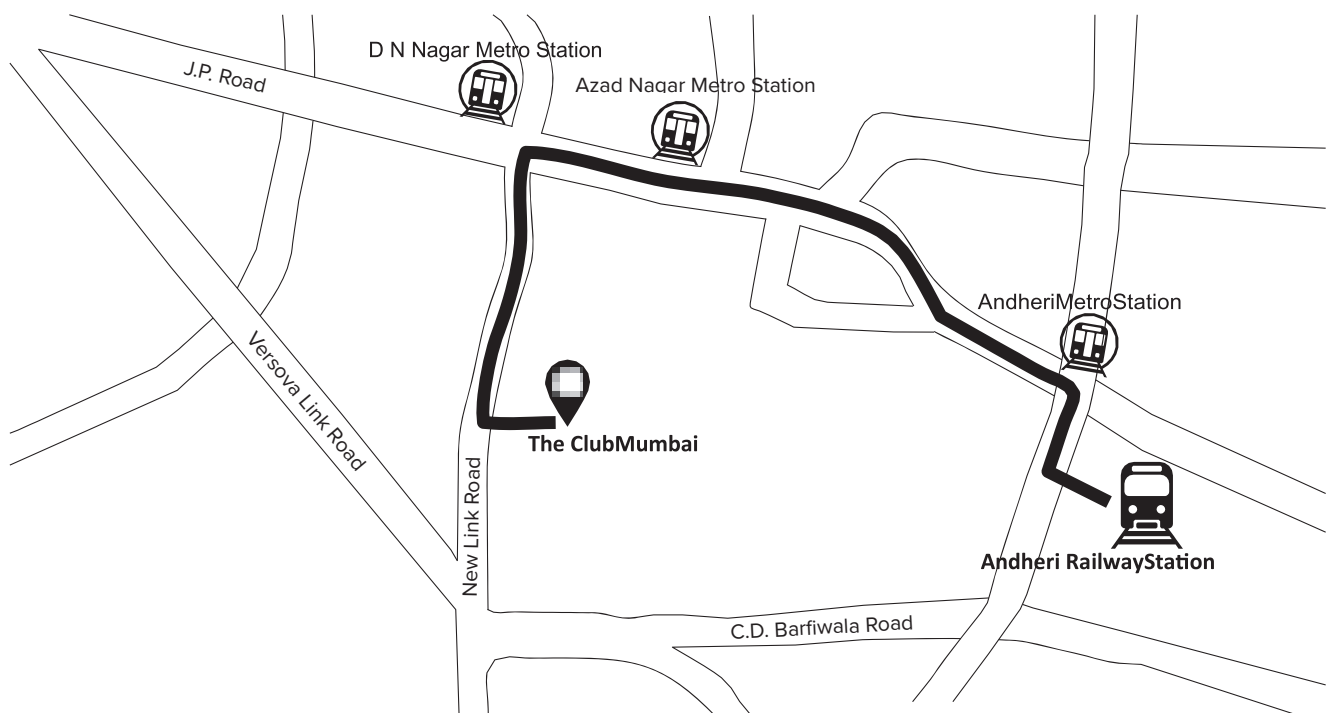
901/902, Supreme Chambers,
Off. Veera Desai Road,
Andheri West, Mumbai - 400 053
Tel.: +91 22 66021500
Fax No.: +91 22 66021540
E-mail: compliance.officer@erosintl.com

Registrar and Transfer Agent:

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

Notice (contd.)

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



Venue: 'The Club', DN Nagar, Andheri West, Mumbai 400 053

Prominent Landmark: Juhu Circle



Eros International Media Limited

CIN: L99999MH1994PLC080502

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

23rd Annual General Meeting on Thursday, 28th September 2017 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 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, Off. Andheri 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 e-mail ID _____ or failing him
2. _____ of _____ having e-mail ID _____ or failing him
3. _____ of _____ having e-mail 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 23rd Annual General Meeting of the Company, to be held on Thursday, 28 September 2017 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
ORDINARY BUSINESS			
1.	To receive, consider and adopt (a) audited financial statements of the Company for the year ended 31 March 2017 together with Directors Report and Auditors Report thereon & (b) audited consolidated financial statements for the year ended 31 March, 2017 together with the auditors report thereon.		
2.	To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To appoint the Statutory Auditors of the Company and fix their remuneration		
SPECIAL BUSINESS			
4.	Payment of remuneration to Mr. Kishore Lulla (DIN 02303295) on his re-appointment as Executive Director		
5.	To approve Eros International Media Limited - Employee Stock Option Scheme 2017 and grant of stock options to the employees of the Company under the said Scheme		
6.	To approve the grant of Stock options to the eligible employees of the Company's holding and subsidiaries under the Eros International Media Limited - Employee Stock Option Scheme 2017		

Affix
Revenue
Stamp

Signed this..... day of 2017

.....
Signature of shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Notes:

- 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.

