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

Notice of Postal Ballot
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactments thereof for the time being in force), that Eros International Media Limited ('the Company') is seeking consent of its Members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to all the resolutions proposed in this notice setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot form for your consideration.

The Company has appointed Mr. Bankim Mehta, proprietor of M/s. Bankim Mehta & Associates, Practising Company Secretary (Membership No. - 18248, COP- 8959) as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage envelope so as to reach the Scrutinizer on or before 6:00 p.m. on Sunday, 28 December, 2014. The Ballot Forms received after the said date will be treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

1. Authorisation to make loan(s), give guarantee(s), provide security(ies) and make investment(s) in other bodies corporate(s)

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

"**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended from time to time and in accordance with the provisions of the Articles of Association of the Company and subject to such other approvals, consents, sanctioned, permissions as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approvals and which may be agreed by the Board of Directors of the Company, the 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 deemed to include any Committee thereof) for :

i. giving of any loan to any person or other body corporate
ii. giving any guarantee or providing any security in connection with a loan to any other body corporate or person and/or
iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

upto an amount, the aggregate outstanding of which should not exceed, at any given time ₹ 1000 Crores (Rupees One Thousand Crores only) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto for the purpose of giving effect to this Resolution."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto for the purpose of giving effect to this Resolution."

2. Transactions with Related Parties under Section 188 of the Companies Act, 2013

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

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members 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) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to enter into Related Party Transactions as defined under Sub-Section (1) of Section 188 of the Act in the Company or its holding company or its subsidiary or associate Company or any other transaction of whatever nature with the Related Parties."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to determine the actual sums to be involved in the proposed transactions with related parties (including material & significant transactions) and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all 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

Date: November 12, 2014

Dimple Mehta
Company Secretary and Compliance Officer

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

Notes:

1. The relevant statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended herein below.
2. The Company has appointed Mr. Bankim Mehta, Proprietor of M/s. Bankim Mehta & Associates, Practising Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. This Notice is being sent to all the Members, whose names appear on the register of members/list of Beneficial Owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 14 November, 2014.
4. Notice of Postal Ballot is sent electronically on the registered e-mail addresses of the Members and physical copy alongwith Postal Ballot form with prepaid Business Reply Envelope is dispatched to those shareholders who have not registered their email addresses.
5. All 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 on all working days during the working hours i.e. from 11.00 a.m. till 2.00 p.m. up to the date of declaration of results of the Postal Ballot.
6. Members have option to vote either through e-voting or physical mode and the voting period commences from 9.00 a.m. on Saturday, 29 November, 2014 till 6.00 p.m. on Sunday, 28 December, 2014. If a Member has opted for e-voting, then he/she should not vote by Physical Ballot and vice-versa. However, in case Members cast their vote, both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
7. Voting through Physical Ballot Forms:
   a. Members are requested to carefully read the instructions printed in the Postal Ballot Form, fill up the Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer on or before 6.00 p.m. on Sunday, 28 December, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
   b. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
   c. Members who have not received the Postal Ballot Form may apply to the Registrar/ Company and obtain a duplicate thereof.
8. E-Voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2013 and the Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17 April, 2014 of Securities and Exchange Board of India (SEBI), the Company is also offering e-voting option to all the Members. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms. The procedure for e-voting is as under:
   i. The voting period begins on Saturday, 29 November, 2014 (9.00 a.m. IST) and ends on Sunday, 28 December, 2014(6.00 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 (record date) of Friday, 14 November, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
   ii. The shareholders should log on to the e-voting website www.evotingindia.com.
   iii. Click on Shareholders.
   iv. Now Enter your User ID
      a. For CDSL: 16 digits beneficiary ID,
      b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
   v. Next enter the Image Verification as displayed and Click on Login.
   vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
   vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

   viii. After entering these details appropriately, click on "SUBMIT" tab.
   ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
   x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
   xi. Click on the EVSN for Eros International Media Limited on which you choose to vote.
   xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
   xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
   xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
   xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
   xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
   xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
   xviii. Note for Non – Individual Shareholders and Custodians
   • Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

9. In case, however, the members do not want to avail the e-voting facility organised through CDSL, such members may send a request to the Registrar at rnt.helpdesk@linkintime.co.in or write to the Company Secretary at the corporate office for obtaining the Notice and Postal ballot in physical form. On receipt of such request, the Company will dispatch the same in Physical Form to enable the Members to send back the Postal Ballot duly filled form, so as to reach the Scrutinizer within the prescribed time.
10. The Scrutinizer will submit his report to the Chairman of Company, after completion of the scrutiny of the Postal Ballots forms received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The Chairman of the Company or Group Chief Financial Officer (India) or the Company Secretary of the Company will announce the results of Postal Ballot on Tuesday, 30 December, 2014, at the Company's Corporate Office at 901/902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai 400 053.
12. Resolutions passed by the Members through postal ballot is deemed to have been passed at general meeting of the Members of the Company held on the date of declaration of the result of the postal ballot.
13. The Results will be displayed at the Company's website www.erosintl.com, besides being communicated to the Stock Exchanges on which Company's equity shares are listed. The Results will also be published in one English and one regional news paper, being local language newspaper.

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

Place: Mumbai
Date: November 12, 2014
CIN: L99999MH1994PLC080502

Dimple Mehta
Company Secretary & Compliance Officer

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

In terms of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) make any loan to any other body corporate/companies; (b) give any guarantee, or provide security, in connection with a loan made by any other person to, or to any other person by any body corporate; and (c) acquire, by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding sixty percent of its paid up capital and free reserves and securities premium account, or one hundred per cent of its free reserves and securities premium account, whichever is more, unless authorized by a special resolution in a general meeting of the shareholders of the company.

To take advantage of growth prospects that may arise in the future and as a measure of prudence, it is deemed necessary to authorise the Board of Directors to invest or to provide loans and advances or give guarantees/securities upto an amount not exceeding ₹ 1000 crores. Hence the said resolution is placed for seeking approval of shareholders under Section 186 of the Companies Act, 2013 by way of Special Resolution.

As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the aforesaid approval under Section 186 is to be obtained by passing a Special Resolution through Postal Ballot.

Your Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend the Resolution in Item No. 1 as Special Resolution for your approval.

The Directors, Key Managerial Personnels and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

As on date of this notice, Mr. Sunil Lulla (Executive Vice Chairman & Managing Director), Mr. Kishore Lulla (Executive Director), Mrs. Jyoti Deshpande (Executive Director) and Mr. Vijay Ahuja (Executive Director) may be concerned or interested in the resolution to the extent of their directorships in one or more subsidiaries/associates etc.

Item No. 2

In terms of provisions of Section 188(1) of the Companies Act, 2013 and in terms of various SEBI Circulars governing Related Party Transactions, the company needs to take prior approval of the shareholders, if the transactions with related parties exceed the limits/criteria as mentioned in the Act and SEBI Circulars.

Further, as per the revised SEBI Circulars on Related Party Transactions, all material transactions with related party shall require approval of the Shareholders of the Company through Special Resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" means 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. Our Company transacts with the related parties in the ordinary course of business and at arm's length basis.

Since the transactions entered into / to be entered into between the Company and its holding company or its subsidiary or associate Company which fall under the ambit of related party as per Section 2(76) of the Companies Act, 2013, the proposed related party transactions as specified in Sub-Section (1) of Section 188 of the Companies Act, 2013 requires your approval.

Details of the transaction entered into / to be entered into with related party (ies) pursuant to Section 188 of the Companies Act, 2013 and which may exceed criteria as mentioned in the Act / Rules thereto are as under :

(a) **Name of the Related Party and Nature of Relationship:**

Name of the Related Party	Nature of Relationship
Eros International PLC	Ultimate Holding Company
Eros Worldwide FZ – LLC	Holding Company
Eros Digital Private Limited Eros International Limited Eros Music Publishing Limited	Fellow Subsidiary Companies
a. Mr. Sunil Lulla – Executive Vice Chairman and Managing Director b. Mr. Kishore Lulla – Executive Director c. Mrs. Jyoti Deshpande – Executive Director d. Mr. Vijay Ahuja – Executive Director	Key Management Personnel (KMP)
a. Mrs. Manjula K Lulla (Wife of Mr. Kishore Lulla) b. Mrs. Krishika Lulla (Wife of Mr. Sunil Lulla) c. Mrs. Meena A. Lulla (Mother of Mr. Sunil Lulla)	Relatives of KMP with whom the transaction exists
Shivam Enterprise	Entity over which KMP exercise significant influence

(b) **Name of the Director or Key Managerial Personnel who is related, if any:** As specified in Point No. (a) above.

(c) **Nature, material terms, monetary value and particulars of the contract or arrangement:** As may be decided by the Board of Directors at relevant time as per the Special Resolution approved by the Shareholders.

(d) **Any other information relevant or important for the Board/Members to take a decision:** Nil

The Members are further informed that no Member/s of the Company being a related party or having interest in the Resolution as set out at Item No. 2 hereinabove shall be entitled to vote on this Special Resolution.

Your Directors, therefore, recommend the above resolution by way of a Special Resolution.

Except Promoter Directors and their Relatives (to the extent of the Shareholding interest in the Company), Mr. Vijay Ahuja, Mr. Kishore Lulla, Mrs. Jyoti Deshpande and Key Managerial Personnel's of the Company who are/may be Directors/Shareholders in one or more Persons/Bodies Corporate described hereinabove, no other Director and Key Managerial Personnel of the Company is concerned or interested in the said resolution.

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

Place: Mumbai
Date: November 12, 2014
CIN: L99999MH1994PLC080502

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

Registrar and Share 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: evelin.subalatha@linkintime.co.in
rnt.helpdesk@linkintime.co.in

Eros International Media Limited

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 Website: www.erosintl.com

BALLOT FORM

Serial No.:

(1) **Name and Registered Address of the Sole/First named Member** :

(2) **Names(s) of the Joint Holder(s) (if any)** :

(3) **Registered Folio No./DP ID No. and Client ID No.** :

(4) **Number of Share(s) held** :

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of Postal Ballot of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Sr. No.	Resolutions	No. of Shares	For	Against
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Approval for making loan(s), giving guarantee(s), providing security(ies) and making investment(s) in other bodies corporate(s) upto ₹ 1000 crores in accordance with section 186 of Companies Act, 2013.			
2.	Approval for entering into related party transactions in accordance with section 188 of Companies Act, 2013.			

Place:

Date:

_____

Signature of Member

Note: For E-voting, Please refer the instructions under "E-Voting" in the notice attached herewith.

EVSN (Electronic Voting Sequence Number)	*Default PAN

***Please use default PAN for those who have not registered their PAN.**

Instructions

1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.

2. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot

4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of Postal Ballot.

Process and manner for members opting to vote by using Ballot Form:

5. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) it so as to reach the Scrutinizer appointed by the Board of Directors of the Company.

6. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of POA. Exercise of vote by Ballot is not permitted through proxy.

7. In case the shares are held by companies, trusts, societies, etc; the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.

8. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.

9. The voting rights of shareholders shall be in proportion of the share(s) held by them in the paid up equity share capital of the Company as on Friday, 14 November, 2014.

10. Duly completed Ballot Form should reach the Scrutinizer not later than Sunday, 28 December, 2014 (6.00 p.m. IST). Ballot Form received after Sunday, 28 December, 2014 will be strictly treated as if the reply from the members has not been received.

11. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 10 above.

12. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identity either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

13. The decision of Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

14. The results declared alongwith the Scrutinizers' Report, shall be placed on the Company's website www.erosintl.com and on the website of Central Depository Services (India) Limited on Tuesday, 30 December, 2014, after intimating to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.