December 6, 2016

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

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

Dear Sir,

Sub: Postal Ballot Notice and Postal Ballot Form

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

With reference to our letter dated December 2, 2016 intimating about the Outcome of Board Meeting held on December 2, 2016 and in compliance with the applicable regulation including Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of the Notice of the Postal Ballot along with Postal Ballot Form.

Kindly take the same on record.

Thanking You
Yours faithfully,
For **Eros International Media Limited**

Dimple Mehta
VP-Company Secretary & 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

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

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) and Secretarial Standards-2 (SS-2), to the Members of Eros International Media Limited (hereinafter referred to as "the Company") to seek their approval by way of Postal Ballot for the following resolution as given below:

Special Business:

Issue of Secured/Unsecured, Redeemable, Non-Convertible Debentures (NCDs) on Public Issue/Private Placement basis

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

"RESOLVED THAT pursuant to the provisions of Section 26, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) Regulations (Amendment), Notification 2012, and 2014 and 2016, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, the provisions of Articles of Association of the Company, provisions and notification issued by the Reserve Bank of India from time to time and subject to such other applicable laws, rules, regulations and guidelines, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any Committee, which the Board may constitute or have been constituted or delegated the powers to any existing Committee or authorised persons of the Company, to exercise the powers including the powers conferred by this Resolution) for making offer(s) or invitation to subscribe, issue, and allot, on private placement/public issue basis, with or without a green shoe or option to retain over subscription, in one or more tranches, Secured/Unsecured, Redeemable, Rated/Unrated Debentures/Bonds, Non-Convertible Debentures, to be listed in India/abroad/unlisted, including but not limited to subordinate bonds, foreign currency bonds, rupee denominated bonds in foreign exchange (masala bonds) or any other debt security, to any eligible investors through issue of requisite offer documents, for an aggregate amount not exceeding the overall borrowing limits of the Company, as approved by the Members, on such terms and conditions as the Board may determine and consider proper and most beneficial to the Company from time to time, including without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental there to within a period of one year from date of passing this Resolution".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with investors and trustees; the documents for creating mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalise and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other security documents, in connection with the above Issue by the Company and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to this Resolution."

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution 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 Board of Directors of the Company has appointed Mr. Makarand Joshi, Practicing Company Secretary, (Membership No. 5533, COP: 3662) partner of M/s Makarand M. Joshi & Co., as Scrutinizer at the meeting held on December 2, 2016, for conducting the postal ballot (physical & e-voting) process in accordance with the law in a fair and transparent manner.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means

i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on Friday, December 9, 2016 (9.00 a.m.) and ends on Saturday, January 7, 2017 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours on Saturday, January 7, 2017 (5.00 p.m.). Please note that any postal ballot form(s) received after the said date will be treated as not received.

The Scrutinizer will be submitting his report to the Chairman or any Director authorized by the Chairman, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairman of the Company or any other Director authorized by him, on Monday, January 9, 2017. The results of the Postal Ballot will be posted on the Company's website www.erosintl.com and NSDL's e-voting website besides communicating to the Stock Exchanges where the Company's shares are listed.

The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.

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

Sd/-
Dimple Mehta
VP - Company Secretary & Compliance Officer

Date: December 2, 2016
Place: Mumbai

Notes:

I. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013, setting out material facts is appended herein below.

II. Notice of Postal Ballot 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, December 2, 2016.

III. Notice of Postal Ballot is sent electronically on the registered email 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.

IV. All relevant documents referred to in this Notice and the statement pursuant to Section 102 of the Companies Act, 2013 shall be available for inspection at the Corporate Office of the Company on all working days during the working hours, except Saturday/Sunday & other holidays, between 11.00 a.m. till 2.00 p.m. upto the date of declaration of results of the Postal Ballot.

V. Members have option to vote either through e-voting or physical mode and the voting period commences from Friday, December 9, 2016, (9.00 a.m.). 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.

VI. 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 5.00 p.m. on Saturday, January 7, 2017 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.

   c. Members who have not received the Postal Ballot Form may apply to the Registrar/Company and obtain a duplicate thereof.

VII. E-Voting:

   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; "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

   ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.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 e-voting opens. Click on e-Voting: Active Voting Cycles.

vii. Select "EVEN" of "Eros International Media Limited".

viii. Now you are ready for 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 scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [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 Postal 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.

VIII. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions ("FAQs") for shareholders and e-voting user manual for shareholders available at www.evoting.nsdl.com or contact at toll free no. 1800-222-990 or write an email to evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in or contact Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd (NSDL) at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. email id: rajivr@nsdl.co.in Tel: 91 22 2499 4200/ 91 22 2499 4738.

IX. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

X. The e-voting period commences on Friday, December 9, 2016 and ends on Saturday, January 7, 2017. 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, December 2, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

XI. In case, the members do not want to avail the e-voting facility organised through NSDL, 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 Form in physical form. On receipt of such request, the Company will dispatch the same to enable the Members to send back the Postal Ballot duly filled form, so as to reach the Scrutinizer within the prescribed time.

XII. The Scrutinizer will submit his report to the Chairman of the Company or any other Director duly authorized by the Chairman, 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.

XIII. The Chairman of the Company or any other Director duly authorized by the Chairman will announce the results of Postal Ballot on Monday, January 9, 2017.

XIV. Resolution assented to by the requisite majority of the Members by means of Postal Ballot including voting by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members. The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.

XV. The Result 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 available on NSDL website www.evoting.nsdl.com and shall be displayed on the Notice Board of the Company's Registered office and Corporate office.

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

Sd/-
Dimple Mehta
VP - Company Secretary & Compliance Officer

Date: December 2, 2016
Place: Mumbai

Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013

As per Sections 26, 42 and 71 of the Companies Act, 2013 ("the Act") read with the rules and regulations thereunder, as amended from time to time, a Company offering or making an invitation to subscribe to NCDs on private placement and/or public issue basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval can be obtained once a year for all offers and invitations proposed to be made for such NCDs.

Accordingly, it is proposed to offer or invite subscriptions for issue and allotment, on private placement/public issue basis, with or without a green shoe or option to retain over subscription, in one or more tranches, Secured/Unsecured, Redeemable, Rated/Unrated Debentures/ Bonds, Non-Convertible Debentures, to be listed in India/abroad/unlisted, including but not limited to subordinate bonds, foreign currency bonds, rupee denominated bonds in foreign exchange (masala bonds) or any other debt security, to any eligible investors through issue of requisite offer documents, within the overall borrowing limits of the Company of ₹ 2000 crores, which has been approved by the Members in the Annual General Meeting held on September 25, 2014 and with the authority to Board of Directors to determine the terms and conditions for the issuance of NCDs, as it may deem expedient and to do all such other acts, deeds, matters and things in connection therewith or incidental thereto.

The Company has taken approval of the Members pursuant to Section 180(1)(a) of the Companies Act, 2013 in the Annual General Meeting of the Company held on September 25, 2014.

The purpose of issuance of NCDs is as regards to production, co-production and/or acquisition of cinematograph films and/or any other audio-visual content, in any format, refinancing of existing bank debt, general corporate purpose or any for other purpose, as may be required for day to day operations of the Company, in compliance with applicable laws, rules and regulations.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the Special Resolution as set out in this Notice for approval by the Members.

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

Sd/-
Dimple Mehta
VP - Company Secretary & Compliance Officer

Date: December 2, 2016
Place: Mumbai

Registered office:	**Corporate Office:**	**Registrar and Share Transfer Agent:**
201, Kailash Plaza, Plot No. A-12, Opp. Laxmi Industrial Estate, Link Road, Andheri West, Mumbai 400 053	901/902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai 400 053 Tel: +91 22 66021500 Email: compliance.officer@erosintl.com	M/s. Link Intime India Private limited Unit:Eros International Media Limited C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai 400 078. Tel: +91 22 25946970 Email: rnt.helpdesk@linkintime.co.in

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

BALLOT FORM

1. Name and Registered Address of the Sole/First named Member :

2. Name(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 :

5. EVEN (E-voting Event Number) :

6. User ID :

7. Password :

I/We hereby exercise my/our vote(s) in respect of the Resolution as set out in the Notice of Postal Ballot dated December 2, 2016 by sending my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Resolution	No. of Shares	For	Against
		I/We assent to the Resolution	I/We dissent to the Resolution
Special Business			
Approval for Issuance of Secured/Unsecured, Redeemable, Rates/Unrated Debentures/Bonds, Non-Convertible Debentures (NCDs) on Public Issue/Private Placement basis, in one or more tranches, to be listed in India / abroad/unlisted, within overall borrowing limits of the Company.			

Place :
Date :

_____
Signature of Member

GENERAL 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 Ballot Forms to declare the final result on the Resolution 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 so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s Makarand M. Joshi & Co., Practising Company Secretary through self-addressed Business Reply envelope.
6. The Postal Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Postal Ballot 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, financial institutions, trusts, bodies corporate, societies, etc; the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization letter.
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. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the Member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
9. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Friday, December 2, 2016 ("Cut-Off Date"). 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 e-voting or voting through Postal Ballot Form.
10. Duly completed Ballot Form should reach the Scrutinizer not later than Saturday, January 7, 2017 (5.00 p.m. IST). Ballot Form(s) received after Saturday, January 7, 2017 (5.00 p.m. IST) 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 National Securities Depository Limited (NSDL) on Monday, January 9, 2017, after intimating to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.