March 19, 2014

The DCS–CRD,

Bombay Stock Exchange Limited

Pheeroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

The DCS–CRD,

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor

Plot No- 'C' Block, G Block

Bandra-Kurla Complex

Mumbai-400051

Sub:- Submission of Postal Ballot Notice and Postal Ballot Form

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

Dear Sir(s),

In furtherance to the letter dated March 06, 2014 (Enclosing Outcome of the Board Meeting approving Conduction of postal ballot), find enclosed herewith Postal ballot Notice and, Postal ballot Form as dispatched to the members of the Company on March 18, 2014 .

Kindly take the same on record.

For Eros International Media Limited

Dimple Mehta

Company Secretary & Compliance Officer

Encl:- As Above

EROS INTERNATIONAL MEDIA LIMITED

Registered Office: 201, Kailash Plaza, Plot No. A-12, Opp. Laxmi Industrial Estate, Off New Link Road, Andheri (W), Mumbai 400 053. **E-mail:** compliance.officer@erosintl.com; **Website:** www.erosintl.com
Corporate Office: 901/902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai 400 053.
Tel: +91 22 66021500 Fax: +91 22 66021540

Postal Ballot Notice

(Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011)

Dear Member(s),

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Rules") as amended from time to time, that Eros International Media Limited ('the Company') is seeking consent of its Members through Postal Ballot for the Special Resolution as stated herein below:

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

"RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Director's Relative (Office or Place of Profit) Rules, 2011, and other applicable rules, regulations, guidelines, notifications and circulars and subject to approval of the Central Government and further subject to such conditions as may be prescribed or imposed by the Central Government while granting such approval; consent of the Members of the Company be and is hereby accorded for appointment of Mrs. Krishika Lulla, wife of Mr. Sunil Lulla, Executive Vice Chairman and Managing Director of the Company and relative of Mr. Kishore Lulla and Mr. Vijay Ahuja, Executive Directors of the Company; to hold and continue to hold an office or place of profit in the Company as an Officer of the Company for a period upto the age of superannuation as per the policy of the Company in force from time to time on the following terms and conditions with effect from January 1, 2014.

a) Fixed salary per month will be Rs 5,00,000/- (Rupees Five Lakhs only) in accordance with the Company's standard payroll procedures.

b) Perquisites and Allowances: Mrs. Krishika Lulla will also be entitled to perquisites, benefits and allowances like residential accommodation (or house rent allowance in lieu thereof), special allowance, reimbursement of telephone expenses, medical allowance, leave travel allowance, health coverage under group mediclaim, personal accident insurance, leave and encashment of leave, festival bonus, contributions to provident fund and superannuation or annuity fund, gratuity and /or contribution to gratuity fund, chauffeur driven company maintained/leased car and such other payments in the nature of perquisites, benefits and allowances as per the Company's policy in force from time to time or as may be otherwise decided by the Company.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded for such annual increments and /or revisions from time to time in the total remuneration of Mrs. Krishika Lulla, each year at a rate not exceeding 30% of the last total remuneration paid as may be considered appropriate by the Board / Compensation Committee / Head Human Resource of the Company.

RESOLVED FURTHER THAT Mrs. Jyoti Deshpande, Executive Director, Mr. Kamal Jain, Group Chief Financial Officer (India) and Ms. Dimple Mehta, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to obtain necessary regulatory approvals, to accept any modifications to the aforesaid terms of remuneration of Mrs. Krishika Lulla, that may be required by the Central Government or other appropriate authorities while granting its approval, and to do all such other acts, deeds, matters and things as it/they may in its/their absolute discretion deem fit for the purpose of giving effect to the above resolution, including to delegate the powers of the Board granted by this resolution to any Officer or Consultant of the Company."

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

Sd/-
Company Secretary and Compliance Officer

Date: March 6, 2014
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, read with Section 192A (2) of Companies Act 1956 setting out material facts is appended herein below.

2. The Company has appointed Mr. Haresh M Jani, 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, March 7, 2014.

4. In line with the "Green Initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of services of Notice/documents to the Shareholders, the Company is sending this Notice electronically on the e-mail addresses as opted by the Members. The Company is dispatching Postal Ballot Form to those shareholders who have not opted for Green Initiative.

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 3.00 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 on and from Friday, March 21, 2014 till Monday, April 21, 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 physical ballot shall prevail and voting done by e-voting 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, before the closing of working hours i.e. 6.00 p.m. on Monday, April 21, 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 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the Circular No. CIR/CFD/DIL/6/2012 dated July 13, 2012 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:
   a. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
   b. Now click on "Shareholders" tab to cast your vote(s).
   c. Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT".
   d. Now, fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	**For members holding shares in Physical Form**
User-ID	For NSDL :– 8 Character DP ID followed by 8 Digits Client ID For CDSL :– 16 digits beneficiary ID	Registered Folio Number with the Company
Password • For shareholders who have voted before on CDSL's e-voting system. • For shareholders using the system for the first time	Enter your existing password. Enter the Unique password printed on your Postal Ballot Form.	Enter the Unique password printed on your Postal Ballot Form.
PAN or Default Number*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department	Enter the Default Number

**Members who have not updated their PAN with the Company / Depository Participant are requested to use 'DEFAULT NUMBER' in the PAN field or use physical Postal Ballot Form for voting*

   e. After entering these details appropriately, click on "SUBMIT" tab.
   f. Members holding shares in physical form will then reach directly to the voting screen.
   g. Members holding shares in demat form, who log in for first time, will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution 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.



h. 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 communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
i. If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any other company, then your existing login id and password to be used.
j. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolution contained in this Postal Ballot Notice.
k. On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
l. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
m. After selecting the Resolution, 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.
n. **Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.**
o. Institutional members (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 at scrutinizer@erosintl.com with a copy marked to helpdesk.evoting@cdslindia.com
p. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or evelin.subalatha@linkintime.co.in

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 evelin.subalatha@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 Mrs. Jyoti Deshpande, Executive Director of the 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. Mrs. Jyoti Deshpande, Executive Director, Mr. Kamal Kumar Jain, Group Chief Financial Officer (India) or the Company Secretary of the Company will announce the results of Postal Ballot on Wednesday, April 23, 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 Company's website www.erosintl.com, beside 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 newpaper, being local language newpaper.

Statement pursuant to Section 102 of the Companies Act, 2013 read with section 192A of the Companies Act, 1956

The Company is always on look for suitable candidates possessing requisite qualification, experience and talent for its key business functions. In the opinion of management of the Company, based on her qualifications, experience and achievements, Mrs. Krishika Lulla possesses the requisite talent and experience, which is expected from a Creative Producer for Films to be produced/co produced by the Company and /or its subsidiary Companies.

The Compensation Committee and the Board of Directors at their respective meetings held on March 6, 2014 has accorded their approvals for appointment of Mrs. Krishika Lulla as Creative Producer of the Company with effect from January 1, 2014 on the terms and conditions as specified in the special resolution. The terms of remuneration of Mrs. Krishika Lulla has been approved by adopting the same procedure as is applicable to non-relatives.

The Compensation Committee and the Board of Directors shall be authorised to decide /alter the detailed terms and conditions of the appointment and working of Mrs. Krishika Lulla, and designate her suitably from time to time, subject to necessary approvals, as may be required.

Profile of Mrs. Krishika Lulla:
Mrs. Krishika Lulla, an Art Graduate from Bangalore University, aged 42 years, made her foray as a Producer in 2010 with romantic film *Anjaana Anjaani,* a co-production with Sajid Nadiadwala. Exploiting her skills further, Mrs. Lulla, helmed as a producer of India's first live action animation film "Toonpur ka Superrhero", which released in December 2010.

The year 2011 was a very successful and promising year for Mrs. Krishika Lulla where she added two more movies to her credit, *Chalo Dilli* and *Desi Boyz.*

Last year, Mrs. Krishika Lulla, produced the hit romantic saga *Raanjhanaa,* which celebrated a huge success from the critics and audiences alike. *Bajatey Raho* was another entertainer which released last year.

With a diverse range of films to her credit already, Mrs. Krishika Lulla is also working on producing some exciting new projects in the year 2014 with leading directors in the Film and Entertainment Industry.

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Mrs. Krishika Lulla is also an active member of the Ladies' Wing of the India Merchants' Chambers, being a platform for premier business and professional women from leading business houses.

Being an astute business woman, a successful and a creative producer, the Company is looking forward to produce various films with the enriched experience of Mrs. Krishika Lulla.

Terms and remuneration of appointment
Mrs. Krishika Lulla shall be paid monthly salary of Rs 5,00,000/- (Rupees Five Lakhs only) in accordance with the Company's standard payroll procedures and shall also be entitled to perquisites, benefits and allowances like residential accommodation (or house rent allowance in lieu thereof), special allowance, reimbursement of telephone expenses, medical allowance, leave travel allowance, health coverage under group mediclaim, personal accident insurance, leave and encashment of leave, festival bonus, contributions to provident fund and superannuation or annuity fund, gratuity and /or contribution to gratuity fund, chauffeur driven company maintained/leased car and such other payments in the nature of perquisites, benefits and allowances as per Company policy in force from time to time or as may otherwise decided by the Company.

Mrs. Krishika Lulla shall also be entitled to such annual increments and /or revisions from time to time in the total remuneration, each year at a rate not exceeding 30% of the last total remuneration paid, as may be considered appropriate by the Board / Compensation Committee/ Head Human Resource of the Company.

(Note: Perquisites shall be evaluated as provided under the applicable provisions of the Companies Act, and as per Income Tax Act, 1961 and Rules made thereunder, whenever applicable, and in absence of the both, such perquisites would be evaluated at actual costs to the Company.)

Either party can terminate the appointment by giving atleast 90 days prior notice in writing in that behalf to the other party or 90 days salary in lieu thereof.

Mrs. Krishika Lulla, holds 1400 equity shares of the Company of the face value of Rs. 10/- each.

Mrs. Krishika Lulla, is a wife of Mr. Sunil Lulla, Executive Vice Chairman and Managing Director of the Company, and a relative of Mr. Kishore Lulla and Mr. Vijay Ahuja, both the Executive Directors of the Company. Hence, her appointment, as proposed, is required to be approved by Special Resolution of the Members of the Company in pursuance to the provisions of Section 314 of the Companies Act, 1956 read with Directors Relative (Office or Place of Profit) Rules, 2011.

None of the Directors / Key Management Personnel of the Company or their relatives, except Mr. Sunil Lulla, Mr. Kishore Lulla & Mr. Vijay Ahuja who are related to Mrs. Krishika Lulla as mentioned above, is concerned or interested in the proposed Special Resolution.

Your Directors recommend the above Special Resolution for your approval through Postal Ballot.

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

Sd/-
Company Secretary and Compliance Officer

Date: March 6, 2014

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

EROS INTERNATIONAL MEDIA LIMITED

Registered Office: 201, Kailash Plaza, Plot No. A-12, Opposite Laxmi Industrial Estate, Off New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India

POSTAL BALLOT FORM Serial No.

1.	Name and Registered address of the sole/first named Shareholder	
2.	Name(s) of Joint Shareholder(s)	
3.	Registered folio No. DP ID No./Client ID No.* (* Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	
5.	I/We do hereby exercise and cast my/our vote(s) in respect of the resolution to be passed through postal ballot for the business stated in the Notice for Postal ballot dated March 6, 2014 of the Company in following manner by placing the (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).	

Description	No. of Equity Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution under Section 314 of the Companies Act, 1956 for appointment of Mrs. Krishika Lulla, to hold an office or place of profit in the Company as an Officer in the Company, subject to the approval of Central Government, on such terms as mentioned in the Notice of Postal Ballot dated March 6, 2014.			

Place:
Date:

(Signature of the shareholder)
(Only in case of physical voting)

.....

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

Note: *Kindly refer to the instructions specified overleaf before filing the form*

EROS INTERNATIONAL MEDIA LIMITED MUMBAI

Instructions

1. A shareholder desiring to exercise his / her vote by postal ballot may complete this postal ballot Form and send it to the scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if sent by courier/ registered post/ speed post at the expense of the Shareholder will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Registered Office of the Company.

2. The Shareholders 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. Shareholders who do not receive the Postal Ballot may apply to the Company and obtain in a duplicate thereof. However, the duly filled in duplicate postal ballot form should reach the scrutinizer as per the time specified in point 6 below.

3. The Postal ballot form should be signed by the Member as per specimen signature registered with the Company. In case shares are jointly held, this form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.

4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on postal Ballot should accompany the Postal Ballot Form. A member may sign the form through an attorney appointed specifically for this purpose, in which cases an attested copy of power of Attorney should be attached to the Postal Ballot Form.

5. Members are requested not to send any paper (other than the resolution/authority, Power of Attorney as mentioned under clause 4 above) along with Postal Ballot Form. If any extraneous item is found in such envelop the same would not be considered and would be destroyed by the Scrutinizer.

6. Duly completed Ballot forms should reach the Scrutinizer not later than the working hours on 6.00 p.m. by Monday, April 21, 2014. Any postal ballot forms received after this day will be treated as if the reply from the shareholder has not been received.

7. In-complete, unsigned, defaced, mutilated or incorrectly ticked Postal ballot forms shall be rejected. The Scrutinizer's decision on the validity of the postal ballot form shall be final and binding.

8. The exercise of vote by postal ballot is not permitted through proxy.

9. There will be only one postal ballot form for every folio/client id irrespective of the number of Joint Member(s).

10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut - off date being Friday, March 7, 2014.

11. The result of the Postal ballot will be announced on Wednesday, April 23, 2014, at the Corporate Office of the Company. The result of the Postal ballot will also be posted on Company's Website www.erosintl.com besides communicating to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The date of declaration of the results of postal ballot shall be the date on which the resolution would be deemed to have been passed by the members, if approved by the requisite majority.

12. E-VOTING - The Company is pleased to provide E-Voting facility as an alternate for all the members of the Company to enable them to cast their votes electronically instead of through physical postal Ballot. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member votes through E-voting facility as well as sends his vote through physical vote, the vote casted through physical Postal Ballot shall only be considered and the voting through E-Voting shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detail instructions with respect to electronically voting.



Eros International Media Limited