August 31, 2019

The Secretary
BSE Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 533261

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051
Scrip Code: EROSMEDIA

SUB: Intimation of 25th Annual General Meeting and Book Closure

Dear Sir/Madam,

This is to inform you that 25th Annual General Meeting of the Company is scheduled to be held on Wednesday, September 25, 2019 at 2:00 p.m. at "The Classic Club", New Link Road, Behind Infinity Mall, Andheri West, Mumbai – 400 053 to transact the business as listed in the Notice.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 18, 2019 till Wednesday, September 25, 2019 (both days inclusive) for the purpose of convening Annual General Meeting of the Company.

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 Wednesday, September 18, 2019.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the remote e-voting facility will be provided to the Members of the Company from Saturday, September 21, 2019 (9:00 A.M.) and ends on Tuesday, September 24, 2019 (5:00 P.M.).

Please also find enclosed herewith the Notice of the 25th Annual General Meeting of the Company. This will also be placed on our website at www.erosplc.com.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For Eros International Media Limited

Vijay Thaker
Vice President - Company Secretary & Compliance Officer

Encl: As above

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

Regd. Office: 201, Kailash Plaza, Opp. Laxmi Industrial Estate, Off. Andheri Link Road, Andheri West, Mumbai 400 053, Maharashtra (India).
Corporate Office: 901/ 902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai 400 053, Maharashtra (India).
Phone: +91 22 66021500 | Fax: +91 22 66021540 | Email: compliance.officer@erosintl.com | Website: www.erosplc.com
CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the Members of Eros International Media Limited will be held on Wednesday, the 25th day of September, 2019 at "The Classic Club", New Link Road, Behind Infinity Mall, Andheri West, Mumbai – 400 053, Maharashtra (India) at 2:00 P.M., 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 2019, together with the Report of the Directors' and Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2019, together with the Report of the Auditors thereon.

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

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Dhirendra Swarup (DIN: 02878434) as an Independent Director of the Company.**

   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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Mr. Dhirendra Swarup (DIN: 02878434), Independent Director of the Company whose period of office would expire on 25 September 2019, on completion of the first Five (5) consecutive years of appointment within the meaning of Section 149(10) of the Act, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations, as amended from time to time and who is eligible for re-appointment for a second term, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of Five (5) consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Annual General Meeting of the Company to be held in the Calendar Year 2024 and whose office shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI Listing Regulations and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, consent of Members be and is hereby accorded to Mr. Dhirendra Swarup (DIN: 02878434) Director of the Company, to continue to hold office of an Independent Director of the Company not with standing that Mr. Dhirendra Swarup will be attaining the age of Seventy Five (75) years on 5 December 2019.

   RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

4. **Material Related Party Transactions with Colour Yellow Productions Private Limited**

   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 188 and any other applicable provisions of the Companies Act, 2013 and applicable Rules made thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and applicable provisions of the Foreign Exchange Management Act; 1999 and rules, regulations and guidelines made there under, and subject to such approvals, consents, sanctions and permissions as may be necessary from appropriate authorities, 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 include any Committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to enter into material contracts/ arrangements/ transactions in the normal course of business and at arm's length basis with Colour Yellow Productions Private Limited, a subsidiary company and a Related Party under Section 2(76) of the Companies Act, 2013 for production of cinematograph films (in Hindi and other regional and foreign languages) and original television and digital programmes for an estimated amount of ₹ 300 crores in each financial year on such terms and conditions as may be determined by the Board of Directors from time to time.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide upon the nature and the value of transactions to be entered into with Colour Yellow Productions Private Limited for production of cinematograph films (in Hindi and other regional and foreign languages) and original television and digital programmes within the maximum aforesaid limits.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter/vary the terms and conditions entered by the Company with Colour Yellow Productions Private Limited for such period as may be determined by the Board from time to time.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute all such 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 the aforesaid resolutions."

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

Abhishekh Kanoi
Vice President- Company Secretary
and Compliance Officer
Membership No. – FCS-9530

Place: Mumbai
Date : 23 May 2019

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business set out at Item Nos. 3 and 4 of this notice is annexed as **Annexure-I**. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 (SS-2), of person seeking appointment/re-appointment/fixation of remuneration of Director under Item Nos. 2 and 3 of this Notice are annexed as **Annexure II**.

2. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away vide notification dated 7 May 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed for the period of Five (5) years in the 23rd AGM held on 28 September 2017.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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.

4. 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 Forty Eight (48) hours before the commencement of the Meeting.

5. MEMBER/PROXY SHOULD BRING THE ATTENDANCE SLIP SENT HEREWITH, DULY FILLED IN, FOR ATTENDING THE MEETING.

6. Corporate Members intending to send their Authorized Representatives to attend the Meeting pursuant to Section 113 of the Act 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.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18 September 2019 till Wednesday, 25 September 2019 (both days inclusive).

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Transfer Agent, Link Intime India Private Limited.

9. 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 and Transfer Agent.

10. 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 and Transfer Agent.

11. Relevant documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act 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. up to the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act 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 Email ID compliance.officer@erosintl.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.

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 & Compliance Officer/Link Intime India 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 27 September 2018 (date of the last AGM) on the website of the Company at www.erosplc.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 AGM.

16. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended 31 March 2019 may visit the Company's website at www.erosplc.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 Act and Rules thereto, the Company has obtained email addresses of its Members and have given an advance opportunity to every Member to register their email address and changes therein from time to time with the Company for service of communications/documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.

18. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

    Although, the 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. **Email Intimation**: By sending an email mentioning the Name(s) and Folio Number/Client ID and DP ID to the Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in or 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 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 Regulations and Secretarial Standards on General Meeting (SS-2), in respect of the Directors seeking appointment/re-appointment at the AGM, 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 25th AGM of the Company, the Annual Report alongwith the process of e-voting and the Attendance Slip, Proxy Form 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 25th AGM of the Company, the Annual Report alongwith the process of e-voting and the Attendance Slip, Proxy Form are sent in the permitted mode.

21. Members may also note that the Notice convening the 25th AGM and the Annual Report 2018-19 will also be available on the Company's website at www.erosplc.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.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 Members 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 Schemes are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended, will be available for inspection at the AGM.

23. The route map showing directions to reach the venue of the 25th AGM is annexed hereto.

24. Securities of listed companies would be transferred in dematerialised form only w.e.f. 1 April 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.

25. Voting

I. In compliance with provisions of Section 108 of the Act, read with 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 Regulations, 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 Central Depository Services (India) Limited ("CDSL") and the business may be transacted through such voting.

II. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Wednesday, 18 September 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a Member is already registered with CDSL for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

The instructions for e-voting are as follows:

i. The voting period begins on Saturday, 21 September 2019 (9:00 A.M.) and ends on Tuesday, 24 September 2019 (5:00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on, Wednesday, 18 September 2019 i.e. cut off date may cast their vote electronically. A person who is not a Member as on the cutoff date should treat this Notice for information purpose only. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The Members should log on to the e-voting website www.evotingindia.com.

iii. Click on Shareholders / Members Tab

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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both 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 also to be used by the demat holders for voting on 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. If a demat account holder has forgotten the login 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. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Members and Custodians

- Non-Individual Members (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 linked in the login 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.

xx. 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.

III. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.

IV. 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.

V. 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.

VI. Mr. Suhas Ganpule, Practicing Company Secretary, (Membership No. 12122, CP No: 5722) proprietor of S G. & Associates has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and voting through Ballot at the AGM in a fair and transparent manner.

VII. 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.

VIII. 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 Forty Eight (48) hours from the conclusion of the AGM of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of voting forthwith.

IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.erosplc.com and on the website of CDSL immediately after the declaration of result by the Chairman or any 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 may not use all the votes nor needs to cast all the votes in the same way. Members have their sole discretion as to voting.

iv. Members can download the Ballot Paper from the link www.erosplc.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.

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 Tuesday, 24 September 2019. 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.), Tuesday, 24 September 2019 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**

Abhishekh Kanoi
Vice President- Company Secretary
and Compliance Officer
Membership No. – FCS-9530

Place : Mumbai
Date : 23 May 2019

Annexure-I to the Notice

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

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice dated 23 May 2019:

Item No. 3:

Mr. Dhirendra Swarup (DIN: 02878434) was appointed as an Independent Director on the Board of the Company by the Members at the 20th AGM of the Company held on 25 September 2014 for a period of Five (5) consecutive years till the conclusion of the AGM to be held in the calendar year 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board, based on the performance evaluation of Independent Directors and based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Mr. Dhirendra Swarup, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of Five (5) consecutive years till the conclusion of the AGM to be held in the calendar year 2024.

The Company has received declaration from Mr. Dhirendra Swarup stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation16(1)(b) of the SEBI Listing Regulations. He has also given his consent to continue to act as Director of the Company, if so appointed by the Members of the Company.

In the opinion of the Board, Mr. Dhirendra Swarup fulfils the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Dhirendra Swarup as an Independent Director setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (11:00 A.M. to 1:00 P.M.) on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dhirendra Swarup as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Dhirendra Swarup as an Independent Director for another term of Five (5) consecutive years till the conclusion of the AGM to be held in the calendar year 2024, for the approval by the Members of the Company since Mr. Dhirendra Swarup will be attaining the age of Seventy Five (75) years this year pursuant to Regulation 17(1A) of the SEBI Listing Regulations.

Except Mr. Dhirendra Swarup, being an appointee and his relatives, none of the Directors and 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 accompanying Notice of the AGM. Mr. Dhirendra Swarup is not related to any Director of the Company.

Item No. 4:

Pursuant to the provisions of Section 188 and any other applicable provisions of the Act and applicable Rules made thereto, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material transactions with related party requires approval of the Members of the Company through Ordinary Resolution and the related parties shall abstain from voting on such resolutions. The Company's transactions with its subsidiary company viz. Colour Yellow Productions Private Limited falls under the term "Material Transaction" i.e. any transaction entered either individually or taken together with previous transactions during a financial year, exceeds Ten (10) percent of the annual consolidated turnover of the Company. Colour Yellow Productions Private Limited is also a related party in terms of Section 2(76) of the Act. Particulars of the Contracts/ arrangements/ transactions as envisaged under Companies (Meetings of Board and its powers) Rules, 2014, as amended, are as under:

(a) **Name of the Related Party:** Colour Yellow Productions Private Limited

(b) **Nature of Relationship:** Subsidiary Company

(c) **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Sunil Lulla is also a Director of Colour Yellow Productions Private Limited and he is brother of Mr. Kishore Lulla.

(d) **Nature, material terms, monetary value and particulars of the contract or arrangement:** For production of cinematograph films (in Hindi and other regional and foreign languages) and original television and digital programmes for an estimated amount of ₹ 300 crores in each financial year on such terms and conditions as determined by the Board of Directors of the Company and Colour Yellow Productions Private Limited from time to time. The transactions with Colour Yellow Productions Private Limited are made in ordinary course of business and at arm's length basis.

(e) **Any other information relevant or important for the Members to take a decision on the proposed resolution :** The proposed related party transaction are in accordance with the Related Party Transactions Policy of the Company and approved and recommended by the Audit Committee and Board of Directors of the Company.

As per Regulation 23 of the SEBI Listing Regulations, all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not, wherein approval of material related party transactions is sought from the Members. Accordingly, the Key Managerial Personnel of the Company as stated hereinabove are concerned or interested in the said resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the Members.

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

Abhishekh Kanoi
Vice President- Company Secretary
and Compliance Officer
Membership No. – FCS-9530

Place : Mumbai
Date : 23 May 2019

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, Maharashtra (India).
Tel: +91 22 66021500
Fax No.: +91 22 66021540
Email: compliance.officer@erosintl.com

Registrar and Transfer Agent:
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
Email: rnt.helpdesk@linkintime.co.in

Annexure II to the Notice

Details of Directors seeking appointment/ re-appointment/ fixation of remuneration of Director furnished pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

Name	Mr. Kishore Arjan Lulla	Mr. Dhirendra Swarup
DIN	02303295	02878434
Designation	Executive Director	Independent Non-Executive Director
Date of Birth	4 September 1961	5 December 1944
Age	57 Years	74 Years
Date of First Appointment on the Board	28 September 2009	10 February 2010
Qualifications	Bachelor of Arts, University of Mumbai	• Fellow Member of Institute of Public Auditors of India • Post Graduate Degree in Humanities
Profile	Mr. Kishore Lulla received a bachelor's degree in arts from the Mumbai University. He has over 36 years of experience in the media and film industry. He is a member of the British Academy of Film and Television Arts and Young Presidents' Organization and is also a board member of 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 and Diversity Awards and in 2014, Forbes Asia featured Mr. Lulla in the list of 'Best under a Billion'. He was also honored 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 Southern California. In 2015, he was invited to attend the "billionaires' summer camp" in Sun Valley, an annual gathering of the world's most powerful entrepreneurs and business executives. He has been instrumental in expanding our presence in the United Kingdom, the United States, Dubai, Australia, Fiji and other international markets. In 2018, he was featured in the Variety 500 list of "influential business leaders shaping the global $2 trillion entertainment industry".	Mr. Dhirendra Swarup is a government-certified accountant and a member of the Institute of Public Auditors of India, Mr. Swarup holds a postgraduate degree in humanities. A career bureaucrat, he retired as secretary of Ministry of Finance, Government of India in 2005. He possesses a vast experience of 45 years in the finance sector and has also worked in UK, Turkey and Georgia. He served as the Chairman of Financial Sector Redress Agency Task Force appointed by Government of India, he is also on the Board of several listed companies besides acting as a member and the Chairman of several committees. In the past, he has held many key positions and responsibilities like being a member of the Board of the SEBI, a member of the Permanent High-level Committee on Financial Markets, chairman of the Pension Funds Regulatory Authority, Chief of the Budget Bureau of the Government of India, a member secretary of the Financial Sector Reforms Commission, chairman of Public Debt Management Authority Task Force, vice-Chairman of the International Network on Financial Education of OECD.
Terms and conditions of Re-appointment	**Retire by rotation:** • Liable to retire by rotation. **Duties:** • To adhere as provided under Section 166 of the Act. **Code of Conduct:** • Abide by the Code of Conduct devised by the Company	**Appointment:** • Second term for Five (5) years w.e.f. 25 September 2019 to the conclusion of the Annual General Meeting of the Company to be held in the Calendar Year 2024. • Not liable to retire by rotation **Termination:** • Terminated by either side in terms of Section 168 or Section 169 of the Companies Act, 2013 ('the Act'). **Duties:** • To adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV of the Act. **Code of Conduct:** • Abide by the Code of Conduct devised by the Company.

Name	Mr. Kishore Arjan Lulla	Mr. Dhirendra Swarup
Directorships held in other companies (as on 31 March 2019)	• Eros International PLC (Isle of Man) • Eros International USA Inc • Eros Digital Limited (Isle of Man)	• Berger Paints India Limited (subsequently resigned) • Eros International Films Private Limited • PTC Energy Limited
Last remuneration drawn	₹ 1,40,70,372/-	Nil
Remuneration to be paid	Nil	Nil
Memberships/Chairmanships of Committees of other companies	Nil	**Berger Paints India Limited** Audit Committee - Chairman (subsequently resigned) **PTC Energy Limited** Audit Committee - Chairman Nomination and Remuneration Committee – Chairman **Eros International Films Pvt. Ltd.** Audit Committee - Member
Number of Board Meetings attended during FY 2018-19	One (1)	Four (4)
Relationship with other Directors, Key Managerial Personnel	Brother of Mr. Sunil Lulla and not related to any Director/Key Managerial Personnel.	Not related to any Director/Key Managerial Personnel.
Number of shares held in the Company	Nil	Nil
Number of Stock Options	Nil	Nil

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



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, Maharashtra (India)
Corporate Office: 901/ 902, Supreme Chambers, Off Veera Desai Road, Andheri West, Mumbai 400 053
Phone: +91 22 66021500 I Fax: +91 22 66021540
Email: compliance.officer@erosintl.com I Website: www.erosplc.com

ATTENDANCE SLIP

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

25th Annual General Meeting on Wednesday, 25 September 2019 at 2.00 P.M.
at '"The Classic Club", New Link Road, Behind Infinity Mall, 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, Maharashtra (India)
Name of the member (s)	:	
Registered Address	:	
E-mail ID	:	
Folio No/ Client ID	:	
DP ID	:	

I/We, being the Member(s) of ..... shares of Eros International Media Limited, hereby appoint:-

1. ..... of ..... having email id ..... or failing him

2. ..... of ..... having email id ..... or failing him

3. ..... of ..... having email id ..... or failing him

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, 25 September 2019 at 2:00 P.M. at "The Classic Club", New Link Road, Behind Infinity Mall, 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 2019 together with Directors Report and Auditors Report thereon & (b) audited consolidated financial statements for the year ended 31 March 2019 together with the auditor's report thereon.		
2	Appointment of Director in place of Mr. Kishore Arjan Lulla (DIN: 02303295), who retires by rotation, and being eligible, offers himself for re-appointment.		
	SPECIAL BUSINESS		
3	Re-appointment of Mr. Dhirendra Swarup (DIN 02878434), as an Independent Director not liable to retire by rotation, to hold office for second term of Five (5) consecutive years from the date of this 25th Annual General Meeting.		
4	Approval of Material Related Party Transactions between the Company and Colour Yellow Productions Private Limited.		

Notwithstanding the above, the proxies can vote on such other items which may be tabled at the Meeting by the Members present.

Affix Revenue Stamp

Signed this..... day of 2019

.....
Signature of Member

.....
Signature of First Proxy Holder

.....
Signature of Second Proxy Holder

.....
Signature of Third Proxy Holder

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than Forty Eight (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 Member.
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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



EROS INTERNATIONAL MEDIA LIMITED
CIN: L99999MH1994PLC080502
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Tel: + (91 22) 66021500, Fax: + (91 22) 66021540
Email: compliance.officer@erosintl.com
Website: www.erosplc.com