

November 23, 2020

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 26th Annual General Meeting and Book Closure

Dear Sir/Madam,

This is to inform you that 26th Annual General Meeting of the Company is scheduled to be held on Tuesday, December 15, 2020 at 3:00 p.m. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") read with General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") to transact the business as set out in the Notice of the AGM.

Pursuant to Regulation 42 of SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, December 8, 2020 to Tuesday, December 15, 2020 (both days inclusive) for the purpose of convening 26th 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 Monday, December 7, 2020.

In terms of Regulation 44 of SEBI Listing Regulations, the remote e-voting facility will be provided to the Members of the Company from Friday, December 11, 2020 (9:00 A.M. IST) and ends on Monday, December 14, 2020 (5:00 P.M. IST).

Please also find enclosed herewith the Notice of the 26th Annual General Meeting of the Company. This will also be placed on our website at www.erosstx.com.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For Eros International Media Limited



Vijay Thaker
VP - Company Secretary & Compliance Officer

Encl: As above

EROS INTERNATIONAL MEDIA LIMITED

Corporate Office: 9th Floor, 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.erosplc.com
Regd. Office: 201, 2nd Floor, Kailash Plaza, Plot No. A-12, Off New Link Road, Andheri (W), Mumbai - 400053.
CIN No. L99999MH1994PLC080502

NOTICE OF THE 26TH 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.erosstx.com

CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 26th Annual General Meeting (AGM) of the Members of Eros International Media Limited will be held on Tuesday, the 15th day of December, 2020 through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, at 3.00 P.M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- the Audited Financial Statements of the Company for the financial year ended 31 March 2020, together with the Report of the Directors' and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2020, together with the Report of the Auditors thereon.

- 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. To consider and approve payment of remuneration for financial year 2019-20 to Mr. Sunil Lulla, an Executive Vice Chairman & Managing 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 197 and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration amounting to ₹ 398 lakhs paid to Mr. Sunil Lulla (DIN: 00243191), Executive Vice Chairman & Managing Director for the financial year 2019-20, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2019-20 and within the limits as approved by the Members of the Company at their 21st Annual General Meeting held on 3 September 2015.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

4. Re-appointment of Mr. Sunil Lulla (DIN: 00243191) as an Executive Vice Chairman & Managing Director of the Company and payment of remuneration

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sunil Lulla (DIN: 00243191), as Executive Vice Chairman & Managing Director of the Company, not liable to retire by rotation, for a period of five (5) years with effect from

28 September 2020 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committees constituted by the board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and mutually agreed with Mr. Sunil Lulla, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof."

RESOLVED FURTHER THAT in the event of there being a loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

5. Appointment of Ms. Bindu Saxena (DIN: 00167802) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(1) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Bindu Saxena (DIN: 00167802) who was appointed as an Additional Non-Executive Independent Director of the Company by the Board with effect from 26 September 2019, pursuant to Section 161 of the Act and Article 153 of the Article of Association of the Company and who holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT Ms. Bindu Saxena, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five (5) consecutive years commencing 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 2025."

6. Appointment of Mr. Farokh P. Gandhi (DIN: 03112612) as a Director of the Company

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Farokh P. Gandhi (DIN: 03112612) who was appointed by the Board of Directors as an

Additional Director of the Company with effect from 9 November 2020 in terms of Section 161(1) of the Act, and Article 153 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director in addition to the Chief Financial Officer of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Director thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

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

Vijay Thaker

Vice President- Company Secretary
& Compliance Officer

Date : 9 November 2020
Place : Mumbai

NOTES

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide its Circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. 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 to 6 of this notice is annexed as Annexure I. The relevant details as required under Regulation 36 and 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (SS-2), in respect of Director seeking appointment/re-appointment/fixation of remuneration at this AGM is annexed as Annexure II.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC / OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
4. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC / OAVM. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF / JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address at compliance.officer@erosintl.com.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on website of the Company, i.e. www.erosstx.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the CDSL www.evotingindia.com.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 12.
7. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an email to the Company at compliance.officer@erosintl.com.
9. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, 8 December, 2020 to Tuesday, 15 December, 2020 (both days inclusive).
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Limited in case the shares are held by them in physical form.
11. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at compliance.officer@erosintl.com atleast 10 days before the Meeting. The same will be replied by the Company suitably.
12. Information and other instructions relating to e-voting are as under
 - i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means
 - ii. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide evoting facility to the Members.
 - iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Monday, 7 December 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 - iv. 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, i.e., Monday, 7 December 2020, only shall be entitled to avail the facility of e-voting.
 - v. Members who are holding shares in physical form or who have not registered their email address with the Company/ Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date, i.e. Monday, 7 December 2020; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Link Intime

India Private Limited. In case of any queries, members may contact Company's Registrar and Share 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.

It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited by sending an Email at rnt.helpdesk@linkintime.co.in or at Co's Email Id compliance.officer@erosintl.com by following due procedure.

However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote

- 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 voting and remote e-voting process in a fair and transparent manner.
- vii. The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.erosstx.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- viii. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, 15 December 2020.
- ix. Information and other instructions relating to e-voting are as under
 - a) The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Friday, 11 December 2020. End of e-voting: Up to 5:00 p.m. (IST) on Monday, 14 December 2020. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.
 - b) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
 - c) The shareholders should log on to the e-voting website www.evotingindia.com.
 - d) Click on "Shareholders" module.
 - e) Now Enter your User ID.
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can login at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.
 - f) Next enter the Image Verification as displayed and Click on Login.

- g) 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.
- h) If you are a first time user follow the steps given below

For Shareholders 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) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA |
| 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. <ul style="list-style-type: none">• 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 (v). |
- i) After entering these details appropriately, click on "SUBMIT" tab.
 - j) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - l) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - m) 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.
 - n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - o) 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.
 - p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - r) 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.
 - s) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the

instructions as prompted by the mobile app while Remote Voting on your mobile.

t) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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.

u) If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

v) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

x. Instructions for Shareholders for e-voting during the Meeting are as under:

- a) The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
- b) Only those Shareholders, who are present in the Meeting through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.
- c) If any votes are cast by the Shareholders through the e-voting available during the Meeting and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.

13. In case of joint holders, 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 at the Meeting.

14. Share transfer documents and all correspondence relating thereto, should be addressed to the Link Intime India Private Limited, Unit – Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 0839, Registrars and Transfer Agent of the Company.

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified

16. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime India Private Limited

17. Pursuant to provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Accordingly, the amount of ₹ 1,25,658/- Unpaid / Unclaimed dividend for financial year 2012-13 has been transferred to IEPF on 25 August 2020.

The Company also transmitted 11,359 Equity Shares of 279 members into the DEMAT Account of the IEPF Authority in terms of the provisions of section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the shares of such Shareholders whose unclaimed/ unpaid dividend pertaining to financial year 2012-13 had been transferred into IEPF and who have not encashed their dividends for 7 (Seven) subsequent financial years.

Concerned Shareholders may still claim the dividend and shares or apply for refund to the IEPF Authority in Web Form No. IEPF-5 available on www.iepf.gov.in.

18. The voting rights on the shares lying with the IEPF shall remain frozen until the rightful owner of such shares claims the shares.

19. As mandated by SEBI, effective 1 April 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.

20. As per Regulation 40(7) of the SEBI Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/ Link Intime India Private Limited for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/ HO/MIRSD/DOS3/CIR/P/2018/139 dated 6 November 2018.

21. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures)

Rules, 2014 are requested to send their requests in Form No. SH-13, to Link Intime India Private Limited. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to Link Intime India Private Limited. These forms will be made available on request.

22. Since the Meeting will be held through VC / OAVM, the Route Map and Attendance Slip are not annexed to this Notice

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC / OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the Meeting through VC / OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Shareholders/ Members login where the EVSN of the Company will be displayed.
2. The Members can join the Meeting through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC / OAVM will be made available to at least 1000 members on first come first served basis. However the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience

4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at compliance.officer@erosintl.com. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
7. The Shareholders who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.
8. Members who need technical assistance before or during the Meeting can send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

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

Vijay Thaker
Vice President- Company Secretary
& Compliance Officer

Date : 9 November 2020
Place : Mumbai

Annexure I to the Notice

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Company at its 21st Annual General Meeting had re-appointed Mr. Sunil Lulla, as Executive Vice Chairman & Managing Director of the Company for a period of five (5) years with effect from 28 September 2015 till 27 September 2020, by means of Special Resolution passed by the Members at 21st AGM of the Company held on 3 September 2015 on the terms and conditions including payment of remuneration as mentioned therein.

At the time of his re-appointment, the Company had adequate profits and the remuneration paid / payable to Mr. Sunil Lulla was well within the limits prescribed under the Companies Act, 2013. However, during the last financial year 2019-20, the company reported net loss amounting to ₹ 1,16,073/- lakhs as compared to Net Profit of ₹ 8,736/- lakhs for the previous year. Owing to the above, the financial performance of the Company for the financial year ended 31 March 2020 did not meet expectations and it is possible that the Company may also have inadequate profits in coming years.

As a result of the above, the remuneration paid to Mr. Sunil Lulla for the financial year 2019-20 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. Sunil Lulla is justified in terms of their key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 30 July 2020, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Sunil Lulla and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mr. Sunil Lulla.

The Company has as on date not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Save and except Mr. Sunil Lulla and Mr. Kishore Lulla and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 3, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 3.

Item No. 4:

The Board of Directors of the Company at its meeting held on 9 November 2020 has, subject to the approval of the members, re-appointed Mr. Sunil Lulla, as Executive Vice Chairman & Managing Director of the Company (DIN: 00243191) for another period of five (5) years from expiry of his present term viz. 28 September 2020 till 27 September 2025 on terms including remuneration as recommended and approved by the Nomination and Remuneration Committee.

Keeping in view his vast experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, it is proposed to seek approval of the members for re-appointment of Mr. Sunil Lulla as Executive Vice Chairman & Managing Director on the following terms including remuneration and commission, which are in accordance with applicable provisions of the Companies Act, 2013 and applicable rules thereto:

- i. Salary:- Salary of ₹ 5,14,46,131 (Rupees Five Crore Fourteen Lakhs Forty Six Thousand One Hundred Thirty One Only) per annum. (With an annual increment of 10% on salary, payable at the commencement of each financial year).
- ii. Commission:- Commission upto 1% of net profits of the Company as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.
- iii. Company's contribution to the Provident Fund and Super Annuation Fund and payment of Gratuity shall be as per the rules of the Company.
- iv. Benefits, Perquisites and Allowances:
 - a. Travelling Allowance: The Company shall bear all travelling expenses, including boarding and lodging, as per the rules of the Company during domestic and overseas business trips.
 - b. Accommodation Allowance: Rent-free furnished accommodation owned, leased or rented by the Company and reimbursement of Utility expenses at accommodation such as electricity, gas, water, payments to servants, etc.
 - c. Medical Allowance: All expenses on medical including hospitalisation, diagnostic checks, periodic health checks incurred by Director and his family, will be borne by the Company at actual cost.
 - d. Club fees: Fees of Clubs subject to maximum of two clubs. This will include admission and life membership fees.
 - e. All expenses relating to telephone at residence, mobile bills, PDA Charges and all other expenses incurred for the purpose of business of the Company shall be reimbursed by the Company at actual cost.
 - f. Other benefits/expenses as per the Company's policy, from time to time.
- v. Mr. Sunil Lulla has entered into an Agreement dated 30 July 2020 with the Company (as co-owner) to lease out his property at 5th Floor, Supreme Chambers, Andheri (West), Mumbai – 400 053 for a monthly lease rental of ₹ 29 lakhs plus taxes. Pursuant to the said Agreement, the Company has made a deposit of a sum of ₹ 240 lakhs as on 31 March 2015 as interest free refundable security. For due observance of terms and conditions of the Agreement. The copy of agreement is available for inspection.

Mr. Sunil Lulla satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He shall not be liable to retire by rotation.

In the event of there being any loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Mr. Sunil Lulla shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.

Mr. Sunil Lulla is interested in the resolution set out in Item No. 4 of the Notice pertaining to his re-appointment and remuneration payable to him to the extent of the benefits and remuneration that he will get by virtue of his proposed re-appointment.

Relatives of Mr. Sunil Lulla may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The other details of Mr. Sunil Lulla, whose appointment is proposed at Item No. 4 of the accompanying Notice, have been given in the attached annexure.

AGM NOTICE

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

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

Item No. 5:

The Board of Directors of the Company had appointed Ms. Bindu Saxena as an Additional Director of the Company with effect from 26 September 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Bindu Saxena shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five (5) years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Bindu Saxena signifying her candidature as an Independent Director of the Company.

A brief profile of Ms. Bindu Saxena in terms of Regulation 36(3) of the SEBI Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Ms. Bindu Saxena is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Ms. Bindu Saxena fulfils the conditions specified in the Act for her appointment as an Independent Director. After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that Ms. Bindu Saxena's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.5 of this Notice relating to the appointment of Ms. Bindu Saxena as an "Independent Director", not liable to retire by rotation for a 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 2025, for your approval.

Ms. Saxena has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Ms. Saxena as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.erosstx.com.

The other details of Ms. Saxena, whose appointment is proposed at Item No. 5 of the accompanying Notice, have been given in the attached annexure.

Except, Ms. Saxena, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

Item No. 6:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on 9 November 2020, appointed Mr. Farokh P. Gandhi who holds office as Chief Financial Officer and Key Managerial Personnel as an Additional Director of the Company subject to approval of members of the Company. In terms of the provisions of Section 161(1) of the Act, he holds office upto the date of this Annual General Meeting and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature of Mr. Farokh P. Gandhi for the office of Director of the Company.

Mr. Farokh P. Gandhi is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

Mr. Farokh P. Gandhi shall not be entitled to receive any sitting fees for attending any Meetings of the Board or any committee constituted by the Board except annual remuneration of ₹ 79,18,560 payable as Chief Financial Officer of the Company and subject to increment from time to time as per Company's policy.

Your Director recommends the resolution set out at Item No. 6 of the accompanying Notice for the approval of members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Farokh P. Gandhi is concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the accompanying Notice

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

Vijay Thaker
Vice President- Company Secretary
& Compliance Officer

Date : 9 November 2020
Place: Mumbai

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

Name	Mr. Kishore Arjan Lulla	Mr. Sunil Arjan Lulla	Ms. Bindu Saxena	Mr. Farokh P. Gandhi
DIN	02303295	00243191	00167802	03112612
Designation	Executive Director	Executive Vice Chairman & Managing Director	Non-Executive Independent Director	Executive Director
Date of Birth	4 September 1961	29 June 1964	20 May 1958	30 June 1969
Age	59 Years	56 Years	62 Years	51 Years
Date of First Appointment on the Board	28 September 2009	19 August 1994	26 September 2019	9 November 2020
Qualifications	Bachelor of Arts, University of Mumbai	Bachelor of Commerce, University of Mumbai	Bachelor of Law	Chartered Accountant
Profile	<p>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 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".</p>	<p>Mr. Sunil Lulla holds a commerce degree from the University of Mumbai. Possessing an expansive 27 years long experience in the Media & Entertainment industry, he has been associated with Eros since its inception. He led the Company's growth within India for many years before being appointed Executive Vice Chairman & Managing Director of Eros India.</p> <p>During his stint, he has contributed tremendously in developing and expanding the Company's business in India. Under his able leadership, the Company continued to achieve milestones. He has been instrumental in developing the Company's distribution business along with its home entertainment and music segments</p>	<p>Ms. Bindu Saxena, is a practicing Advocate and is a partner of the law firm Swarup & Company, New Delhi, India and has over 33 years of experience as corporate attorney with clients in India and overseas including large multinational corporations. Her experience as corporate attorney includes experience of commercial transactions and projects in India and overseas. Her experience includes Indian and transborder transactions, acquisitions, joint ventures, private equity transactions, investments and participation in both new and existing companies and ventures in diverse sectors and industry. She has been advising clients (both Indian and foreign and in private sector and public sector) in diverse corporate and commercial matters and transactions and projects including foreign collaboration, foreign investment, funding, acquisitions, mergers, amalgamations and takeovers, acting as project counsel, advice regarding legislative and regulatory frame work, environmental laws, and in all aspects of structuring, negotiating and drafting of diverse business and project related agreements including joint venture and shareholders agreements, share subscription agreements, EPC contracts, loan and security agreements, marketing and distribution agreements, sales promotion agreements, franchise agreements, concession agreements, technology licensing agreements, long term supply contracts, buyback/offtake agreements etc. for diverse sectors including infrastructure, fertilizer, mining, refineries, steel, chemicals, engineering goods, mining and highway projects, telecommunications, white consumer goods, automobiles and auto parts, insurance and investment banks and funds, etc. She also handles court matters including litigation pertaining to corporate matters, contractual disputes, enforcement of foreign awards, domestic and international commercial arbitration and matters before various tribunals etc.</p>	<p>Mr. Farokh Gandhi is an experienced Chartered Accountant and Corporate Finance Strategist who has been associated with Eros Group for over 17 years, out of his 27 years of experience in the finance sector. During his association, he has been key in executing the various IPOs and listing of the Group in India as well as overseas as well as setting of financial systems and processes to support the Company's growth.</p>

Name	Mr. Kishore Arjan Lulla	Mr. Sunil Arjan Lulla	Ms. Bindu Saxena	Mr. Farokh P. Gandhi
Terms and conditions of Re-appointment	Retire by rotation: <ul style="list-style-type: none"> • Liable to retire by rotation. Duties: <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act. Code of Conduct: <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company 	Retire by rotation: <ul style="list-style-type: none"> • Not liable to retire by rotation. Duties: <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act. Code of Conduct: <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company 	Appointment: <ul style="list-style-type: none"> • Not liable to retire by rotation Termination: <ul style="list-style-type: none"> • Terminated by either side in terms of Section 168 or Section 169 of the Companies Act, 2013 ('the Act'). Duties: <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV of the Act. Code of Conduct: <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company. 	Retire by rotation: <ul style="list-style-type: none"> • Liable to retire by rotation. Duties: <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act. Code of Conduct: <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company
Directorships held in other companies (as on 31 March, 2020)	<ul style="list-style-type: none"> • Eros International Plc (Isle of Man) • Eros International USA Inc • Eros Digital Limited (Isle of Man) 	<ul style="list-style-type: none"> • Eros International Films Private Limited • Eros Digital Private Limited • Big Screen Entertainment Private Limited • Eyegube Studios Private Limited • EM Publishing Private Limited • Eros Animation Private Limited • Colour Yellow Productions Private Limited • ErosNow Private Limited (Formerly known as Universal Power Systems Private Limited) • Eros Television India Private Limited • Eros Energy Private Limited • Eros International Plc (Isle of Man) 	<ul style="list-style-type: none"> • INOX Wind Limited • INDAG Rubber Limited • Nectar Enterprises Private Limited • Dev Valley Devcon Private Limited • VIS Legis Consult Private Limited 	<ul style="list-style-type: none"> • Sistan Energy Private Limited • ErosNow Private Limited (Formerly known as Universal Power Systems Private Limited) (w.e.f. 21 August 2020)
Last remuneration drawn	NIL (2019-20)	₹ 4,80,08,808	Nil	₹ 79,18,560 (as Chief Financial Officer)
Remuneration to be paid	NIL	₹ 5,14,46,131	Nil	NIL
Memberships/ Chairmanships of Committees of other companies	Nil	Eros International Films Pvt. Ltd. Audit Committee - Member	Inox Wind Limited Audit Committee - Member Indag Rubber Limited Nomination and Remuneration Committee – Member	Nil
Number of Board Meetings attended during FY 2019-20	One (1)	Four (4)	Two (2)	Not Applicable
Relationship with other Directors, Key Managerial Personnel	Brother of Mr. Sunil Lulla and not related to any Director/ Key Managerial Personnel.	Brother of Mr. Kishore Lulla and not related to any Director/ Key Managerial Personnel.	Not related to any Director/ Key Managerial Personnel.	Not related to any Director/ Key Managerial Personnel.
Number of shares held in the Company	Nil	1,400 shares	Nil	43 shares
Number of Stock Options	Nil	Nil	Nil	Nil