

# NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING

**Regd. Office:** 201, Kailash Plaza, opp: Laxmi Ind. Estate, off Andheri Link Road, Andheri West, Mumbai - 400053, Maharashtra (India).

Email: [compliance.officer@erosintl.com](mailto:compliance.officer@erosintl.com) | Website: [www.erosmediaworld.com](http://www.erosmediaworld.com)

**CIN:** L99999MH1994PLC080502

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting ("AGM") of the Members of **Eros International Media Limited** will be held on Friday, the 28<sup>th</sup> day of February, 2025 at 5:00 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024, 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 2024, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep Dwivedi (DIN: 01867309), who retires by rotation, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

3. **Approval for waiver of excess remuneration paid/payable for the financial year 2023-2024 to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director of the Company**

To consider and, if thought fit, to pass 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 waiver of recovery of the excess remuneration amounting to ₹ 454 Lakh paid/ payable to Mr. Sunil Lulla (DIN: 00243191), Executive Vice Chairman & Managing Director for the financial year 2023-2024, which is in excess of the limits prescribed under Schedule V of the Act in view of inadequate profit for the financial year 2023-2024 and within the limits as approved by the Members of the Company at their 26<sup>th</sup> Annual General Meeting held on 15<sup>th</sup> December 2020.

**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. **Appointment of Mr. Arun Pawar (DIN:03628719) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution:**

**"RESOLVED THAT** Mr. Arun Pawar (DIN:03628719), who was appointed as an Additional Director of the Company with effect from 05th December 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 153 of the Articles of Association of the Company, being eligible for

appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of Mr. Arun Pawar, meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of Five (5) consecutive years commencing from 5th December 2024 upto 4th December 2029 and who would not be liable to retire by rotation, be and is hereby approved.

**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."

5. **Change in the name of the Company from "Eros International Media Limited" to "Eros Media International Limited".**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and subject to the approval of the Government and / or any other authority as may be necessary, consent of members be and is hereby accorded for change of name of the company from "Eros International Media Limited" to "Eros Media International Limited".

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "Eros International Media Limited" as appearing in Name Clause of the Memorandum of Association of the company and whenever appearing in the Articles of Association of the company and other documents and places be substituted with the new name "Eros Media International Limited".

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the company and to settle and finalise all the issues that may arise in this regard and to do all acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to, this Resolution and to delegate all or any of the powers conferred herein as they may deem fit."

## AGM NOTICE

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

**Akshay Atkulwar**  
Vice President - Company Secretary &  
Compliance Officer

Date: 13<sup>th</sup> December 2024  
Place: Mumbai

### NOTES

1. Ministry of Corporate Affairs ("MCA") has vide its circular dated 28 December 2022 ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 ("SEBI Circulars") and other applicable circulars issued in this regard, have allowed the companies to conduct Annual General Meeting ("AGM") through VC/OAVM without physical presence of Members at a common venue. In accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA Circulars and SEBI Circulars, the 30<sup>th</sup> AGM of the Company is being held through VC/OAVM.

In accordance with the MCA Circulars and SEBI Circulars, provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 30<sup>th</sup> AGM of the Company is being held through VC/OAVM on Friday, 28<sup>th</sup> February 2025 at 05:00 p.m. IST. The deemed venue for the AGM shall be the Registered Office of the Company.

- The Explanatory Statement pursuant to Section 102 of the Act, in respect of the special business set out at Item Nos. 3, 4 & 5 of this Notice is annexed as Annexure I. The relevant details as required under Regulation 26(4) 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.
- As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- However, Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Company at [compliance.officer@erosintl.com](mailto:compliance.officer@erosintl.com) through its registered email address.
- In accordance with the circulars issued by MCA and SEBI, the Notice of the 30<sup>th</sup> AGM along with the Annual Report 2023-24 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 30<sup>th</sup> AGM along with Annual Report for the financial year 2023-24 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report for the financial year 2023-24 will also be available on website of the Company, i.e. [www.erosmediaworld.com](http://www.erosmediaworld.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Central Depository Services (India) Limited (CDSL) [www.evotingindia.com](http://www.evotingindia.com).
- 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. 18.
- Members attending the Meeting through VC/OAVM shall be

counted for the purpose of reckoning the quorum under Section 103 of the Act.

- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in this Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [compliance.officer@erosintl.com](mailto:compliance.officer@erosintl.com).
- Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, 22<sup>nd</sup> February, 2025 to Friday, 28<sup>th</sup> February, 2025 (both days inclusive).
- 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 DPs in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents (RTA) of the Company i.e. MUFG Intime India Private Limited in case the shares are held by them in physical form.
- 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](mailto:compliance.officer@erosintl.com) at least 10 days before the Meeting. The same will be replied by the Company suitably.
- SEBI vide its notification dated 24 January, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- SEBI vide its Circular dated 25 January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Members can contact the company or RTA for assistance in this regulation.
- Pursuant to Section 72 of the Act, 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 RTA. 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 RTA. These forms will be made available on request.
- Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- 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 during the AGM.

17. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by 30 June 2023 vide its circular dated 16 March 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at [nt.helpdesk@linkintime.co.in](mailto:nt.helpdesk@linkintime.co.in). These forms will be made available on request. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs.

In case a holder of physical securities fails to furnish PAN and KYC details before 1 October 2023 or link their PAN with Aadhaar before 30 June 2023, in accordance with the SEBI circular dated 16 March 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31 December 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

18. 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 CDSL to provide e-voting 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., Friday, 21<sup>st</sup> February, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes 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., Friday, 21<sup>st</sup> February, 2025, 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. Friday, 21<sup>st</sup> February, 2025; such Member may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or may temporarily get their email registered with the Company's RTA. In case of any queries, members may contact Company's RTA, 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 DPs and in respect of Physical Holdings with the Company's RTA, by sending an Email at [nt.helpdesk@linkintime.co.in](mailto:nt.helpdesk@linkintime.co.in) or at Co's Email Id [compliance.officer@erosintl.com](mailto: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. C R Bhagwat, Practicing Company Secretary,

(Membership No. F7075, CP No: 26844) proprietor of C R Bhagwat & 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.erosmediaworld.com](http://www.erosmediaworld.com) and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

**viii. 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 Tuesday, 25<sup>th</sup> February 2025. End of e-voting: Up to 5:00 p.m. (IST) on Thursday, 27<sup>th</sup> February 2025. 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) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail share-holders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) Pursuant to **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see the respective e-voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000.

- e) Login method for e-voting other than individual shareholders & physical shareholders.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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 OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

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**For Shareholders holding shares in Demat Form other than individual and Physical Form**


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PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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.  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).

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN of the "EROS INTERNATIONAL MEDIA LIMITED".
- j) 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.
- k) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l) 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.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- o) If 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.
- p) If you have any queries or issues regarding e-Voting from the e-voting system, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an

email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at a toll free no. 1800 21 09911.

- q) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 21 09911.

**r) 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](http://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](mailto: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 will be mapped automatically and can be delink in case of wrong mapping.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance.officer@erosintl.com](mailto:compliance.officer@erosintl.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES & COMPANY/RTA :**

- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
  - b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DPs)
  - c. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DPs) which is mandatory while e-voting & joining virtual meetings through Depository.
19. 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.
  20. Share transfer documents and all correspondence relating thereto, should be addressed to the MUFG Intime India Private Limited, Unit - Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, RTA of the Company.
  21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in

## AGM NOTICE

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 DPs and holdings should be verified.

22. SEBI vide its Circular dated 3 November 2021, has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to MUFG Intime India Private Limited Unit - Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 0839 or by email to [mt\\_helpdesk@linkintime.co.in](mailto:mt_helpdesk@linkintime.co.in) from their registered email id.

### 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

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

**Akshay Atkulwar**  
Vice President- Company Secretary &  
Compliance Officer

Date: 13<sup>th</sup> December 2024  
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 26 Annual General Meeting ("AGM") held on 15 December 2020 had re-appointed Mr. Sunil Lulla as Executive Vice Chairman & Managing Director of the Company for a period of five years with effect from 28 September 2020 till 27 September 2025, by means of Special Resolution passed by the Members of the Company on the terms and conditions including payment of remuneration as mentioned therein.

Post COVID-19, the Company had challenges in completing projects for releasing its films on account of significant cashflow challenges leading to deferment of planned film slate. This impacted the revenue and profitability of the Company during financial year 2023-24, and the Company was forced to evaluate strategic assets sale of its Music library to a third party. The consequent reduction of Bank debt and liquidity in the balances is expected to allow the Company to recommence production on its previously planned film slate.

As a result of the above, the remuneration paid/payable to Mr. Sunil Lulla for the financial year 2023-24 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 13<sup>th</sup> December 2024, subject to the approval of the Members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid / payable 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 / payable 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.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Sunil Lulla and his relatives to the extent of their shareholding interest, if any are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of the Members.

**Item No.4**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, had appointed Mr. Arun Pawar (DIN:03628719) as an Additional Independent Director, not liable to retire by rotation w.e.f. 05<sup>th</sup> December 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and Article 153 of the Articles of Association of the Company, Mr. Arun Pawar shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and

specific areas of expertise of Mr. Pawar is provided as Annexure to this Notice.

Mr. Arun Pawar has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Pawar is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Pawar on the Board of the Company and accordingly the Board recommends appointment of Mr. Pawar as an Independent Director as proposed in the resolution set out at Item No. 4 for approval by the Members.

Electronic copy of the terms and condition of appointment of the Independent Directors is available for inspection. Please refer to Note 8 given in the Notice on inspection of documents.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Arun Pawar is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

**Item No. 5**

At present the name of the Company is "Eros International Media Limited". The Company is in Media and its related business, therefore the Management intends to keep 'Media' word immediately after 'Eros' and believe that the new name would help the company to bring positive impact thereby helping business to grow faster. Hence the board has decided to change the name to "Eros Media International Limited" subject to approval of Registrar of Companies and therefore the same is placed before the Members for their approval by way of Special Resolution.

Consequent upon Change of Name under Section 13(2) the Memorandum of Association needs to be amended.

Section 13 mandates passing of Special Resolution for alteration of Memorandum of Association for changing name of a company.

The Board therefore, recommends the proposed Special Resolution.

None of the Directors of the Company are interested or concerned in any way in the said resolution.

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

**Akshay Atkulwar**  
Vice President- Company Secretary &  
Compliance Officer

Date: 13<sup>th</sup> December 2024  
Place: Mumbai

## 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.

<b>Name</b>	<b>Mr. Arun Pawar</b>
<b>DIN</b>	03628719
<b>Designation</b>	Non-Executive Independent Director
<b>Date of Birth and Age</b>	17 September 1950; 74 years
<b>Date of First Appointment on the Board</b>	05th December 2024
<b>Qualifications</b>	IAS (Indian Administrative Service) in 1975, IRS (Indian Revenue Service) in 1976, MSC (Hon) Botany, Pune University
<b>Profile</b>	<p>Mr. Arun Pandurang Pawar, aged 74 years, is a post graduate in Science (Botany) from the Pune University. He Cleared the Indian Administrative Examination (IAS) etc. in 1975 &amp; joined, the Indian Revenue Service, (IRS) in Income Tax Department, in 1976. After putting in a Service of 34 years i.e (from 1975 to 2010), in the Indian Revenue Service (IRS), Superannuated on 30.09.2010, as Chief Commissioner of Income Tax. During the Service, held different posts in the I.T Department like Income Tax officer, Asst. Commissioner, Commissioner of I. Tax and Chief Commissioner of Income Tax. Worked in different States at varied postings i.e Maharashtra (Thane &amp; Mumbai), Karnataka (Bangalore), Tamil Nadu (Madurai &amp; Coimbatore), Andhra Pradesh (Hyderabad).</p> <p><b>DEPUTATION OF 5 YEARS WITH AIR INDIA:-</b></p> <p>The Govt. of India lent Services of Shri. Arun P.Pawar, to Ministry of Civil Aviation, MOCA, GOI, Air India, for 5 years, (1996-2001) &amp; sent him on Deputation as Advisor -Tax, AI at the level of Director, Air India. During the Deputation period in Air India, he made a positive contribution in resolving many Complicated Taxation Issues &amp; also brought about Tax planning Measures.</p> <p>After Retirement from Govt. Services, in Sept. 2010, Shri Arun P.Pawar has occupied with various Activities like following :-</p> <ul style="list-style-type: none"> <li>- Independent Director in KALYANI STEELS LTD, a Company of BHARAT FORGE GROUP, PUNE.</li> <li>- Independent Director in Phoenix Park Inn</li> <li>- Advisor Tax, YBC Chavan Pratishthan, Mumbai</li> <li>- Advisor, Nehru Centre, Mumbai</li> <li>- Advisor, Vikhe Patil Group, Srirampur, Ahmednagar</li> <li>- Advisor MIT Group in Pune</li> <li>- Advisor to Shreem Electrical Ltd, Ichalkaranji, Sangli District.</li> <li>- Advisor - Essar Shipping Ltd (ESL) Mumbai</li> <li>- President Maratha Businessmen Forum (MBF), Mumbai</li> <li>- President Shri Marutideo Sarwajanik Trust, (SMDST), Dhanner</li> <li>- Member in Rayat Shikshan Sanstha, Satara.</li> </ul> <p><b>Social Achievement :-</b></p> <p>While in Service Shri Arun P. Pawar has supported fully his Mother's (Late Smt. Indumati Pawar's) Passion in Uplifting of his village Dhanner, (Tehsil, Koregaon, in Satara District), to such an extent that the village was awarded Maharashtra Govt's, 2005's Ghadge Maharaj Swachatya Abhiyan Award &amp; the Best "Adarsh Village Award" from President of India. Presently it is the smart village of Satara District. With the help of BF-Group's CSR Funds &amp; Activities, his SMDST Trust has brought about a lot of Development Activities in more than 30 villages around Dhanner. Presently village Dhanner, has become a Tourist place and Attraction for Visitors coming from not only different parts of India, but also from Abroad.</p>



<b>Name</b>	<b>Mr. Arun Pawar</b>
<b>Terms and conditions of Appointment / Re-appointment</b>	<p><b>Appointment:</b></p> <ul style="list-style-type: none"> <li>• First term for five years w.e.f. 05th December 2024 upto 4th December 2029.</li> <li>• Not liable to retire by rotation.</li> </ul> <p><b>Termination:</b></p> <ul style="list-style-type: none"> <li>• Terminated by either side in terms of Section 168 or Section 169 of the Companies Act, 2013 (the Act).</li> </ul> <p><b>Duties:</b></p> <ul style="list-style-type: none"> <li>• To adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV of the Act.</li> </ul> <p><b>Code of Conduct:</b></p> <ul style="list-style-type: none"> <li>• Abide by the Code of Conduct devised by the Company.</li> </ul> <p>1) NA</p>
<b>Directorships held in other companies (as on March 31, 2023)</b>	NIL
<b>Last remuneration drawn</b>	NIL
<b>Remuneration to be paid</b>	NIL
<b>Memberships/ Chairmanships of Committees of other companies</b>	NIL
<b>Number of Board Meetings attended during FY 2022-23</b>	NIL
<b>Relationship with other Directors, Key Managerial Personnel</b>	Not related to any Director/ Key Managerial Personnel
<b>Number of shares held in the Company</b>	NIL
<b>Number of Stock Options</b>	NIL