



**Eros International Media Limited**  
CIN: L99999MH1994PLC080502

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  
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### **BALLOT PAPER (IN LIEU OF E-VOTING)**

1. Name and Registered Address of the Sole/First named Member:
2. Name(s) of the Joint Holder(s) (if any) :
3. Registered Folio No./DP ID No. and Client ID No. :
4. Number of Share(s) held:
5. EVEN (E-voting Event Number):
6. User ID:
7. Password:

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company to be held on Thursday, 28 September, 2017, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

<b>Resolutions</b>	<b>No. of Shares</b>	<b>For</b>	<b>Against</b>
		I/We assent to the Resolution	I/we dissent to the Resolution
<b>Ordinary Business</b>			
1. To receive, consider and adopt (a) audited financial statements of the Company for the year ended 31 March, 2017 together with the Directors Report and Auditors Report thereon and (b) audited consolidated financial statements for the year ended 31 March, 2017 together with the auditors report thereon.			
2. To appoint a Director in place of Mr. Kishore Lulla (DIN 02303295), who retires by rotation and being eligible, offers himself for re-appointment.			
3. To appoint the Statutory Auditors of the Company and fix their remuneration.			
<b>Special Business</b>			
4. Payment of remuneration to Mr. Kishore Lulla (DIN 02303295) on his re-appointment as Executive Director.			
5. To approve Eros International Media Limited - Employee Stock Option Scheme 2017 and grant of stock options to the employees of the Company under the said Scheme.			
6. To approve the grant of Stock options to the eligible employees of the Company's holding and subsidiaries under the Eros International Media Limited - Employee Stock Option Scheme 2017.			

Place :  
Date :

\_\_\_\_\_  
Signature of Member

#### **GENERAL INSTRUCTIONS:**

1. This Ballot Paper is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot Paper shall be treated as invalid.
3. For detailed instructions on e-voting, please refer the notes appended to the Notice of AGM.

4. Facility of voting through Ballot Paper shall also be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting or through Ballot Paper shall be able to exercise their right at the AGM.
5. Members who have cast their vote by remote e-voting or through Ballot Paper prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
11. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the Cut Off date i.e. Thursday, 21 September, 2017, may request the Company / Registrar and Transfer Agent and obtain Ballot Paper to cast the vote.
12. Duly completed Ballot Paper should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Wednesday, 27 September, 2017. Ballot Paper(s) received after this time and date will be strictly treated as if the reply from the members has not been received.

**PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING BALLOT PAPER:**

6. Please complete and sign the Ballot Paper and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s Makarand M. Joshi & Co., Practising Company through self-addressed Business Reply envelope.
7. The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of POA.
8. In case the shares are held by companies, Financial Institutions, trusts, bodies corporate, societies, etc; the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization letter.
9. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the Member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
10. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Thursday, 21 September, 2017 ("Cut-Off Date"). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Paper, as well as voting at the meeting through ballot.
13. A Member may request for a duplicate Ballot Paper, if so required. However, duly filled in and signed duplicate Ballot Paper should reach the Scrutinizer not later than the date and time specified in serial no. 12 above.
14. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Paper(s) will be rejected. Ballot Paper may be rejected if it is torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
15. The decision of Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final.
16. The results of the voting shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of voting forthwith.

The Results along with the Scrutinizers Report shall be placed on the Company's website [www.erosintl.com](http://www.erosintl.com) and on the website of NSDL immediately after the results are declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited.