



NOTICE OF ANNUAL GENERAL MEETING

Eros International PLC ("the Company")

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held at the offices of Cains Fiduciaries Limited, Fort Anne, Douglas, Isle of Man on 28 September 2011 at 10.00am for the transaction of the following business:

ORDINARY BUSINESS

As ordinary business to consider and, if thought fit, to pass the following resolutions, each of which will be proposed as ordinary resolutions:-

1. To receive and adopt the Company's report and accounts for the year ended 31 March 2011, together with the report of the auditors' and the directors' thereon.
2. To reappoint Mr. Dilip Thakkar as a director who is retiring under the provisions of article 126 of the Company's articles of association at the AGM of the Company and being eligible offers himself for re-election.
3. To reappoint Mr. Naresh Chandra as a director who is retiring under the provisions of article 126 of the Company's articles of association at the AGM of the Company and being eligible offers himself for re-election.
4. To reappoint as auditors Grant Thornton UK LLP to hold office from the conclusion of the AGM to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the Directors.

SPECIAL BUSINESS

As special business to consider and, if thought fit, to pass the following resolutions which will be proposed as a special resolution:

5. That the Company generally be, and is hereby authorised, for the purpose of Section 13 of the Isle of Man Companies Act 1992, to make one or more market purchases (within the meaning of Section 13 (2) of the Companies Act 1992) of ordinary shares of £0.10 each in the Company's capital ("**Shares**") provided that:
 - (a) the maximum aggregate number of such Shares hereby authorised to be acquired is 15% of the Shares in issue as at the 28 September 2011;
 - (b) the minimum price that may be paid for each Share is £0.10 (nominal value);
 - (c) the maximum price that may be paid for each Share is an amount, exclusive of expenses, equal to 105% of the average of the middle market prices shown in the quotations for a Share in the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the Shares are contracted to be purchased; and
 - (d) the Company may validly make a contract to purchase Shares under the authority conferred by this resolution 5 prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may validly make a purchase of Shares in pursuance of any such contract.

Unless resolved or renewed, the authority conferred by this resolution 5 shall expire either at the conclusion of the next AGM of the Company or on the expiry of 15 months following the passing of this resolution 5, whichever is the later to occur.

6. That the Company be re-registered as a company incorporated under the Companies Act 2006 (as amended) (the "2006 Act").
7. That the Company adopts the memorandum of association complying with Section 149(2) of the 2006 Act in the form initialled by the Chairman of the meeting.
8. That the Company adopts the articles of association in the form initialled by the Chairman of the meeting.

26 August 2011

By order of the Board

A handwritten signature in black ink, appearing to read "O. G. Webster".

O G Webster
Assistant Secretary

Registered Office

Fort Anne, Douglas, Isle of Man

NOTES

- (i) A Member entitled to attend and vote at the meeting convened by this Notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his or her stead. A proxy need not be a Member of the Company.
- (ii) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first names on the register of members will be accepted to the exclusion of other joint holders.
- (iii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be deposited by 10.00am on Monday, 26 September 2011 at the offices of the Company's Registrar, Cains Fiduciaries Limited, Fort Anne, Douglas, Isle of Man IM86 2AG.
- (iv) Pursuant to regulation 22 of the Uncertificated Securities Regulations 2005, the Company has specified that only those holders of the Company's shares registered on the register of members of the Company as at 10.00am on Monday, 26 September 2011, or, in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting shall be entitled to attend and vote at the AGM in respect of the number of such shares registered in their name at the relevant time. Changes to entries on the register of members after 10.00am on Monday, 26 September 2011 or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the meeting.
- (v) The following documents will be available for inspection at the Company's registered office at Fort Anne, Douglas, Isle of Man, during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the AGM and at the AGM for 15 minutes prior to and during the meeting:
 - (a) copies of the service contracts and letters of appointment of all Directors of the Company; and
 - (b) a copy of the Memorandum and Articles of Association of the Company.