



Date: 01st March, 2025

To,

The Chairman

Eros International Media Limited

901/902, Supreme Chambers,

Off. Veera Desai Road, Andheri (West)

Mumbai - 400053

Sub: Scrutinizer's Report on voting by Remote E-voting and E-voting conducted at 30th Annual General Meeting of M/s Eros International Media Limited held on 28th February, 2025.

Dear Sir,

Eros International Media Limited ("the Company") at their Board Meeting held on 13th December 2024 appointed the undersigned as the Scrutinizer to ensure that the process of remote E-Voting prior to the 30th Annual General Meeting ("AGM") and E-Voting conducted at the AGM on the Resolutions contained in the Notice dated 13th December, 2024 of the AGM of the Company held on 28th February, 2025 as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") in compliance with the provisions of the Companies Act, 2013 and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA Circulars) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (SEBI Circulars).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made there under, applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars, relating to remote e-voting prior to the AGM and e-voting conducted at the AGM on the resolutions as contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through Remote E-Voting prior to the AGM and E-Voting conducted at the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports in relation to the remote e-voting prior to the AGM and e-voting conducted at the AGM as per the





facilities provided by Central Depositories Services (India) Limited, the agency engaged by the Company for the said purposes.

Pursuant to Section 101 of the Act, Notice of AGM was sent to the Members by permitted means as per the Circulars i.e. by E-Mail. Following resolutions were proposed for approval by the Members at the AGM:

- 1) Resolution No. 1 as an Ordinary Resolution i.e.
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) Resolution No. 2 as an Ordinary Resolution for Appointment of Mr. Pradeep Dwivedi (DIN: 07780146), who retires by rotation, and being eligible, offers himself for re-appointment.
- 3) Resolution No.3 as a Special Resolution for 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.
- 4) *Resolution No. 4 as an Ordinary Resolution for Appointment of Mr. Arun Pawar (DIN: 03628719) as an Independent Director of the Company.
(*The AGM notice was approved on 13th December, 2024. Post-dispatch of Notice by electronic means – Mr. Arun Pawar, Additional Director resigned on 11th February, 2025. Thus the said resolution is considered invalid and withdrawn)
- 5) Resolution No. 5 as a Special Resolution for Change in the name of the Company from "Eros International Media Limited" to "Eros Media International Limited".

The Company provided Remote E-Voting facility to the Members to cast votes on aforesaid Resolutions prior to the AGM. The Company also provided E-Voting facility at the AGM to those members who had not cast their votes through remote e-voting, to enable them to cast their votes on the aforesaid Resolutions at the AGM.

Remote e-voting facility was made available to the Members of the Company to exercise their voting rights from 9:00 a.m. of Tuesday, February 25, 2025 upto 5:00 p.m. of Thursday, February 27, 2025. Accordingly, votes casted through remote E-voting upto 5:00 p.m. of February 27, 2025 have been considered for my scrutiny.

After conclusion of the AGM, the voting through remote e-voting prior to the AGM and e-voting conducted at the AGM were unlocked. In case of members who cast votes through remote e-voting as





C R BHAGWAT & ASSOCIATES

COMPANY SECRETARIES & INSOLVENCY PROFESSIONAL

CP No. 26844, IP Regn. No. IBBI/IPA-002/IP-N01238/2022-2023/14241

Office Address :

Flat No. 104, First Floor, Neha Apt. Plot No. 7,

Secto 20C, Airoli, Navi Mumbai - 400708.

Mob.: +91 - 9819767835.

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well as through e-voting conducted at the AGM, the voting through remote e-voting by such members was treated as valid. A summary of the votes cast by members through remote e-voting prior to the AGM and e-voting conducted at the AGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting and e-voting conducted at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking you.

**For C R Bhagwat & Associates,
Practicing Company Secretaries**

C. R. Bhagwat

Proprietor

FCS: F7075, CP No: 26844

Peer review Certificate No: 4584/2023

UDIN: F007075F004026046

Date: 01-03-2025

Place: Mumbai





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The Summary of the votes cast through remote e-voting and e-voting conducted at the 30th AGM for each of the Resolutions is given below:

1. Resolution No. 1 as an Ordinary Resolution:

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024, together with the Report of the Directors' and Auditors thereon; and-
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, together with the Report of the Auditors thereon-

Sr. No	Particulars		Resolution 1.	
			No. of Members who voted	No. of votes
a	Votes cast through e-voting at AGM		4	3936
b	Votes cast through remote e-voting		121	15987220
	Total		125	15991156
c	Less: Invalid voting		-	-
	Net Valid voting		125	15991156
	(i)	Voting with assent for the Resolution	115	15893210
% of Assent			99.39%	
	(II)	Voting with dissent for the Resolution	10	97946
% of Dissent			0.61%	

2. Resolution No. 2 as an Ordinary Resolution:

Appointment of Director Mr. Pradeep Dwivedi (DIN: 07780146), who retires by rotation, and being eligible, offers himself for re-appointment.

Sr. No	Particulars		Resolution 2.	
			No. of Members who voted	No. of votes
a	Votes cast through e-voting at AGM		4	3936
b	Votes cast through remote e-voting		121	15987220
	Total		125	15991156





c	Less: Invalid voting	-	-
d	Net Valid voting	125	15991156
	(i) Voting with assent for the Resolution	106	15721585
% of Assent		98.31%	
	(II) Voting with dissent for the Resolution	19	269571
% of Dissent		1.69%	

3. Resolution No. 3 as a Special Resolution:

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.

Sr. No	Particulars	Resolution 3.	
		No. of Members who voted	No. of votes
a	Votes cast through e-voting at AGM	4	3936
b	Votes cast through remote e-voting	121	15987220
	Total	125	15991156
c	Less: Invalid voting	-	-
d	Net Valid voting	125	15991156
	(i) Voting with assent for the Resolution	101	15709227
% of Assent		98.24%	
	(II) Voting with dissent for the Resolution	24	281929
% of Dissent		1.76%	

4. Resolution No. 4 as an Ordinary Resolution:

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

The AGM notice was approved on 13th December, 2024. Post-dispatch of Notice by electronic means – Mr. Arun Pawar, Additional Director resigned on 11th February, 2025. Thus the said resolution is considered invalid and withdrawn by the Company.





C R BHAGWAT & ASSOCIATES

COMPANY SECRETARIES & INSOLVENCY PROFESSIONAL

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5. Resolution No. 5 as a Special Resolution:

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

Sr. No	Particulars		Resolution 5.	
			No. of Members who voted	No. of votes
a	Votes cast through e-voting at AGM		4	3936
b	Votes cast through remote e-voting		121	15987220
	Total		125	15991156
c	Less: Invalid voting		-	-
d	Net Valid voting		125	15991156
	(i)	Voting with assent for the Resolution	110	15910763
% of Assent			99.5%	
	(II)	Voting with dissent for the Resolution	15	80393
% of Dissent			0.5%	

All the Resolutions at item numbers 1, 2, 3, and 5 have been passed with requisite majority

For C R Bhagwat & Associates,
Practicing Company Secretaries

C. R. Bhagwat

Proprietor

FCS: F7075, CP No: 26844

Peer Review Certificate No: 4584/2023

UDIN: F007075F004026046

Date: 01-03-2025

Place: Mumbai

