



To,  
**The Chairman**  
**Eros International Media Limited**  
201, Kailash Plaza, Opp. Laxmi Industrial Estate,  
Off Andheri Link Road, Andheri (West)  
Mumbai - 400053

**Sub: Scrutinizer's Report on voting by Remote E-voting and E-voting conducted at 31<sup>st</sup> Annual General Meeting of M/s Eros International Media Limited held on 01<sup>st</sup> December, 2025.**

Dear Sir,

Eros International Media Limited ("the Company") at their Board Meeting held on 22<sup>nd</sup> September 2025 appointed the undersigned as the Scrutinizer to ensure that the process of remote E-Voting prior to the 31<sup>st</sup> Annual General Meeting ("AGM") and E-Voting conducted at the AGM on the Resolutions contained in the Notice dated 22<sup>nd</sup> September 2025 of the AGM of the Company held on 01<sup>st</sup> December, 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 2025, 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 2025, together with the Report of the Auditors thereon
- 2) Resolution No. 2 as an Ordinary Resolution for Appointment of Mr. Vijay Thaker (DIN:01867309), 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 2024-2025 to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director of the Company.

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 Thursday, November 27, 2025 upto 5:00 p.m. of Sunday, November 30, 2025. Accordingly, votes casted through remote E-voting upto 5:00 p.m. of Sunday, November 30, 2025 have been considered for my scrutiny.

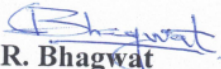
After conclusion of the AGM, the voting through remote e-voting prior to the AGM and e-voting conducted at the AGM were unlocked. In case of members who cast votes through remote e-voting as well as through e-voting conducted at the AGM, the voting through remote e-voting by such members was treated 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: F007075G002154605**



**Date: 02-12-2025**

**Place: Mumbai**



**The Summary of the votes cast through remote e-voting and e-voting conducted at the 31<sup>st</sup> AGM for each of the Resolutions is given below:**

**1. Resolution No. 1 as an Ordinary Resolution:**

To receive, consider and adopt:

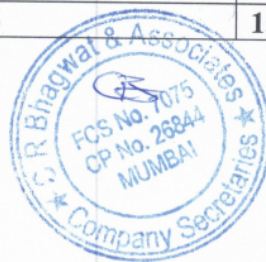
- the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025, together with the Report of the Directors' and Auditors thereon; and-
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025, 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		19	594
b	Votes cast through remote e-voting		107	15902383
	<b>Total</b>		<b>126</b>	<b>15902977</b>
c	Less: Invalid voting		-	-
	Net Valid voting		<b>126</b>	<b>15902977</b>
	(i)	Voting with assent for the Resolution	118	15783391
% of Assent			<b>99.25%</b>	
	(II)	Voting with dissent for the Resolution	8	119586
% of Dissent			<b>0.75%</b>	

**2. Resolution No. 2 as an Ordinary Resolution:**

Appointment of Director Mr. Vijay Thaker (DIN:01867309), 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		19	594
b	Votes cast through remote e-voting		107	15902383
	<b>Total</b>		<b>126</b>	<b>15902977</b>





c	Less: Invalid voting	-	-
d	<b>Net Valid voting</b>	<b>126</b>	<b>15902977</b>
	(i) Voting with assent for the Resolution	115	15880638
% of Assent		<b>99.86%</b>	
	(II) Voting with dissent for the Resolution	11	22339
% of Dissent		<b>0.14%</b>	

### 3. Resolution No. 3 as a Special Resolution:

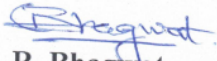
Approval for waiver of excess remuneration paid/payable for the financial year 2024-2025 to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director of the Company.

Sr. No	Particulars	Resolution 3.	
		No. of Members who voted	No. of votes
a	Votes cast through e-voting at AGM	19	594
b	Votes cast through remote e-voting	107	15902383
	<b>Total</b>	<b>126</b>	<b>15902977</b>
c	Less: Invalid voting	-	-
d	<b>Net Valid voting</b>	<b>126</b>	<b>15902977</b>
	(i) Voting with assent for the Resolution	104	15680656
% of Assent		<b>98.60%</b>	
	(II) Voting with dissent for the Resolution	20	219521
% of Dissent		<b>1.38%</b>	



All the Resolutions at item numbers 1, 2, and 3 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: F007075G002154605

Date: 02-12-2025

Place: Mumbai

