



Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Eros International Media Limited
901/902, Supreme Chamber
Off Veera Desai Road, Andheri West,
Mumbai - 400 053

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')].

Dear Sir,

I, Mr. C R Bhagwat, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of M/s. Eros International Media Limited ('the Company') in the meeting held on September 15, 2023 for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 & 11/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 5, 2022 and December 28, 2022 respectively ('MCA Circulars') and Regulation 44 of the Listing Regulations, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated September 15, 2023:

| Sr No. | Type of Resolution | Particulars |
|--------|--------------------|---|
| 1. | Special Resolution | Sale of Company's property (undertaking) situated at 9 th Floor, Supreme Chambers, Off Veera Desai Road, Andheri (West), Mumbai 400053, Maharashtra, India |



I submit my report as under:

1. As informed by the Company, Postal Ballot Notice along with Explanatory Statement and Remote E-Voting instructions were sent to all those Members, whose E- Mail address were Registered with the Company or Registrar and Share Transfer Agent i.e. Link Intime India Private Limited ('RTA'), or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company (List of Beneficial Owners as maintained by the Depositories) as on Thursday, September 15, 2023 ('Cut- Off date').
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Act and the Rules thereof including circulars Listing Regulations in respect of the Resolution(s) contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL").
3. The Company has published an advertisement on September 22, 2023 regarding Service of Postal Ballot Notice to eligible Members in English Newspaper "The Free Press Journal" and in vernacular newspaper "Navshakti".
4. The Members of the Company holding shares as on cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of CDSL i.e. www.evotingindia.com.
5. The remote e-Voting commenced on September 23 2023, 09:00 A.M. and ended on October 22, 2023 05:00 P.M. Further the remote e-voting process was monitored through the Scrutinizer's secured link provided by CDSL on its designated website at www.evotingindia.com.



6. The remote e-voting was unblocked on October 23, 2022 in the presence of two witnesses Ms. Madhuri Bohra and Mr. Shravan Chavan who are not in the employment of the Company and who have signed below:


Ms. Madhuri Bohra


Mr. Shravan Chavan

7. The particulars of remote e-voting report generated from electronic registry of CDSL have been entered in a separate Register maintained for this purpose.

8. E-votes cast upto 05:00 P.M. on October 22, 2023 are considered for the purpose of this report.

9. The remote e-voting was reconciled with the Register of Members of the Company as on cut- off date as maintained by RTA of the Company.

10. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

Resolution No. 1- (Special resolution):

1. Sale of Company's property (undertaking) situated at 9th Floor, Supreme Chambers, Off Veera Desai Road, Andheri (West), Mumbai 400053, Maharashtra, India

| Sr. No. | Number of Valid Votes | | | Percentage |
|--------------|-----------------------|-------------------|-----------------|-------------|
| | Particulars | E - votes | Ballot Paper | |
| Assent | 15883658 | NOT APPLICABLE | 15883658 | 99.51 |
| Dissent | 78865 | | 78865 | 0.49 |
| Total | 15962523 | | 15962523 | 100% |

The detail summary of the voting through e-voting is given below:



| A. VOTING THROUGH REMOTE E VOTING | | | |
|--|----------------------------|-----------------------------|---|
| PARTICULARS | NO. OF SHAREHOLDERS | NO. OF EQUITY SHARES | PAID UP VALUE OF THE EQUITY SHARES (in Rs) |
| a) Total votes received | 224 | 15962523 | 159625230 |
| b) Less: Invalid votes | -- | -- | -- |
| c) Net Valid votes cast | 224 | 15962523 | 159625230 |
| d) Votes with assent for the resolution | 186 | 15883658 | 158836580 |
| e) Votes with dissent for the resolution | 38 | 78865 | 788650 |

The above Resolution has been passed with requisite majority.

Thanking you,

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



Bhagwat

**Mr. C R Bhagwat
Proprietor
Membership No.: F7075
C. P. No.: 26844
UDIN: F007075E001423006**

Place: Mumbai

Date: 23rd October, 2023