



28th September, 2021

To
The Chairman
Eros International Media Limited
201, Kailash Plaza, Opp. Laxmi Industrial Estate,
Off. Andheri Link Road,
Andheri West,
Mumbai - 400 053,
Maharashtra (India).

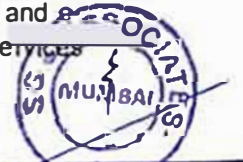
Dear Sir,

SUB: Scrutinizer's Report on Remote E-Voting and E-Voting conducted at 27th Annual General Meeting of M/s Eros International Media Ltd held on 28th September, 2021.

M/s Eros International Media Ltd ("the Company") at their Board meeting held on 14th August, 2021 appointed the undersigned as the Scrutinizer to ensure that the process of Remote e-voting prior to the 27th Annual General Meeting ("AGM") and e-voting conducted at the AGM on the Resolutions contained in the Notice dated 14th August, 2021 for the Annual General Meeting of the Company held on 28th September, 2021, 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") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020; 17/2020 dated 13th April 2020 and 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs ("MCA") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively "Circulars"). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder, 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 Depository Services Limited ("CDSL"), the agency engaged by the Company for the said purposes.





Pursuant to Section 101 of the Act, Notice of AGM along with Explanatory Statement under Section 102 of the Act 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 for consideration and adoption of (a) Audited Standalone Financial Statements for the year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021, together with the Report of the Auditors thereon.
2. Resolution No. 2 as an Ordinary Resolution for appointment of Mr. Kishore Arjan Lulla (DIN: 02303295), as a Director 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 for the financial year 2020-2021 to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director of the Company.
4. Resolution No. 4 as an Ordinary Resolution for payment of remuneration to Independent Director of the Company in accordance with the provisions of Schedule V of the Act.
5. Resolution No. 5 as an Ordinary Resolution for appointment of Mr. Pradeep Dwivedi (DIN: 07780146) as a Director of the Company.
6. Resolution No. 6 as a Special Resolution for appointment of Mr. Manmohan Kumar Sardana (DIN: 09294639) as an Independent Director of the Company.
7. Resolution No. 7 as an Ordinary Resolution for Conversion of Loan into Equity Shares.

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 have not casted 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 Friday, 24th September, 2021 upto 5:00 p.m. of Monday, 27th September, 2021. Accordingly, votes casted through remote e-voting upto 5:00 p.m. on 27th September, 2021 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.





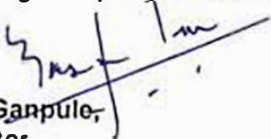
SG & ASSOCIATES

Company Secretaries

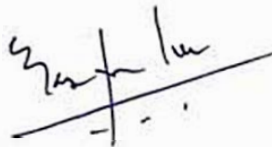
The results of the voting by members through remote e-voting and e-voting conducted at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking You.

For SG & Associates,
Practicing Company Secretaries


Suhas Ganpule,
Proprietor
Mem No.: A12122
COP.: 5722
UDIN: A012122C001028291







The Summary of the votes cast through Remote E-Voting and E-Voting conducted at the 27thAGM for each of the resolutions is given below:

1. Resolution No. 1 as an Ordinary Resolution:

To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements for the year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon; and
(b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021, 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 | 04 | 8336 |
| B | Votes cast through remote e-voting | 252 | 14748214 |
| | Total | 256 | 14756550 |
| C | Less: Invalid voting | -- | -- |
| D | Net Valid voting | 256 | 14756550 |
| | (i) Voting with assent for the Resolution | 236 | 14400720 |
| | % of Assent | | 97.59% |
| | (ii) Voting with dissent for the Resolution | 20 | 355830 |
| | % of Dissent | | 2.41% |

The Resolution is passed with requisite majority.





2. Resolution No. 2 as an Ordinary Resolution:

Re-appointment of Mr. Kishore Arjan Lulla (DIN: 02303295), as a Director 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 | 04 | 8336 |
| B | Votes cast through remote e-voting | 249 | 14737094 |
| | Total | 253 | 14745430 |
| C | Less: Invalid voting | -- | -- |
| D | Net Valid voting | 253 | 14745430 |
| (i) | Voting with assent for the Resolution | 213 | 14377074 |
| % of Assent | | | 97.5% |
| (ii) | Voting with dissent for the Resolution | 40 | 368356 |
| % of Dissent | | | 2.5% |

The Resolution is passed with requisite majority.





3. Resolution No. 3 as a Special Resolution:

Approval for walver of excess remuneration paid for the financial year 2020-2021 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 | 04 | 8336 |
| B | Votes cast through remote e-voting | 252 | 14748214 |
| | Total | 256 | 14756550 |
| C | Less: Invalid voting | -- | -- |
| D | Net Valid voting | 256 | 14756550 |
| | (i) Voting with assent for the Resolution | 211 | 14382679 |
| | % of Assent | | 97.47% |
| | (ii) Voting with dissent for the Resolution | 45 | 373871 |
| | % of Dissent | | 2.53% |

The Resolution is passed with requisite majority.





4. Resolution No. 4 as an Ordinary Resolution:

Payment of remuneration to Independent Director of the Company in accordance with the provisions of Schedule V of the Act.

| Sr. No | Particulars | Resolution 4 | |
|--------|---|--------------------------|--------------|
| | | No. of members who voted | No. of votes |
| A | Votes cast through e-voting at AGM | 04 | 8336 |
| B | Votes cast through remote e-voting | 252 | 14748214 |
| | Total | 256 | 14756550 |
| C | Less: Invalid voting | -- | -- |
| D | Net Valid voting | 256 | 14756550 |
| | (i) Voting with assent for the Resolution | 215 | 14383370 |
| | % of Assent | | 97.47% |
| | (ii) Voting with dissent for the Resolution | 41 | 373180 |
| | % of Dissent | | 2.53% |

The Resolution is passed with requisite majority.





5. Resolution No.5 as a Ordinary Resolution:

Appointment of Mr. Pradeep Dwivedi (DIN: 07780146) as a Director of the Company.

| Sr. No | Particulars | Resolution 5 | |
|--------------|--|--------------------------|--------------|
| | | No. of members who voted | No. of votes |
| A | Votes cast through e-voting at AGM | 04 | 8336 |
| B | Votes cast through remote e-voting | 250 | 14748094 |
| | Total | 254 | 14756430 |
| C | Less: Invalid voting | -- | -- |
| D | Net Valid voting | 254 | 14756430 |
| (i) | Voting with assent for the Resolution | 222 | 14393114 |
| % of Assent | | | 97.54% |
| (ii) | Voting with dissent for the Resolution | 32 | 363316 |
| % of Dissent | | | 2.46% |

The Resolution is passed with requisite majority.





6. Resolution No. 6 as a Special Resolution:

Appointment of Mr. Manmohan Kumar Sardana (DIN: 09294639) as an Independent Director of the Company, not liable to retire by rotation, to hold office for first term of Five (5) consecutive years from the date of this 27th Annual General Meeting.

| Sr. No | Particulars | Resolution 6 | |
|--------|---|--------------------------|--------------|
| | | No. of members who voted | No. of votes |
| A | Votes cast through e-voting at AGM | 04 | 8336 |
| B | Votes cast through remote e-voting | 250 | 14748094 |
| | Total | 254 | 14756430 |
| C | Less: Invalid voting | -- | -- |
| D | Net Valid voting | 254 | 14756430 |
| | (i) Voting with assent for the Resolution | 224 | 14398476 |
| | % of Assent | | 97.57% |
| | (ii) Voting with dissent for the Resolution | 30 | 357954 |
| | % of Dissent | | 2.43% |

The Resolution is passed with requisite majority.





7. Resolution No. 7 as an Ordinary Resolution:

Conversion of Loan into Equity Shares.

| Sr. No | Particulars | Resolution 7 | |
|--------------|---|--------------------------|--------------|
| | | No. of members who voted | No. of votes |
| A | Votes cast through e-voting at AGM | 04 | 8336 |
| B | Votes cast through remote e-voting | 252 | 14748214 |
| | Total | 256 | 14756550 |
| C | Less: Invalid voting | -- | -- |
| D | Net Valid voting | 256 | 14756550 |
| | (i) Voting with assent for the Resolution | 210 | 14738623 |
| % of Assent | | | 99.88% |
| | (ii) Voting with dissent for the Resolution | 46 | 17927 |
| % of Dissent | | | 0.12% |

The Resolution is passed with requisite majority.

Thanking You,
For SG & Associates,
Practicing Company Secretaries

Suhas Ganpule,
Proprietor
Mem No.: A12122
COP.: 5722
UDIN: A012122C001028291

