

NOTICE OF THE 32nd ANNUAL GENERAL MEETING

Regd. Office: 201, Kailash Plaza, opp: Laxmi Ind. Estate, off Andheri Link Road, Andheri West, Mumbai - 400053, Maharashtra (India).
Email: compliance.officer@erosintl.com | **Website:** www.erosmediaworld.com
CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 32nd Annual General Meeting ("AGM") of the Members of **Eros International Media Limited** will be held on Wednesday, the 30th day of September, 2026 at 03:00 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, 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 2026, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep Dwivedi (DIN: 07780146), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Manmohan Kumar Sardana (DIN: 09294639) as an Independent Non-Executive Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Mr. Manmohan Kumar Sardana (DIN: 09294639), Independent Director of the Company whose period of office would expire on 30 September 2026, on completion of the first Five (5) consecutive years of appointment within the meaning of Section 149(10) of the Act, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations, as amended from time to time and who is eligible for re-appointment for a second term, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of Five (5) consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Annual General Meeting of the Company to be held in the Calendar Year 2031 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI Listing Regulations and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, consent of Members be and is hereby accorded for appointing / continuing the directorship of Mr. Manmohan Kumar Sardana who has exceeded the age of 75 years as an Independent Director.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

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

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or reenactment (s) thereof for the time being in force) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, read with the Articles of Association of the Company, and as per recommendation with Nomination and Remuneration Committee, consent of the Company be and is hereby accorded for payment of remuneration to the Non-Executive Directors, including Independent Directors of the Company (i.e. Directors other than the Managing Director and/ or Whole Time Directors) in case of no / inadequate profits, as calculated under Section 198 of the Act, for the three Financial Years 2026-27, 2027-28 and 2028-29, in accordance with the limits prescribed under Schedule V of the Act and the same be paid and distributed amongst such Directors in such a manner as the Board of Directors may from time to time determine."

By Order of the Board of Directors
 For **Eros International Media Limited**

Akshay Atkulwar
 Vice President - Company Secretary &
 Compliance Officer

Date: 14th August 2026
 Place: Mumbai

NOTES

1. Ministry of Corporate Affairs ("MCA") has vide its latest General Circular No. 03/2025 dated 22nd September, 2025 read with other previous MCA Circulars and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3rd October, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, have allowed the companies to conduct Annual General Meeting ("AGM") through VC/OAVM without physical presence of Members at a common venue. In accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA Circulars and SEBI Circulars, the 32nd AGM of the Company is being held through VC/OAVM.

In accordance with the MCA Circulars and SEBI Circulars, provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 32nd AGM of the Company is being held through VC/OAVM on Wednesday, 30th September 2026 at 03:00 p.m. IST. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the special business set out at Item Nos. 3 & 4 of this Notice is annexed as Annexure I. The relevant details as required under Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 ("SS-2"), in respect of Director seeking appointment/re-appointment/fixation of remuneration at this AGM is annexed as Annexure II.
3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. However, Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Company at compliance.officer@erosintl.com through its registered email address.
5. In accordance with the circulars issued by MCA and SEBI, the Notice of the 32nd AGM along with the Annual Report 2025-26 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 32nd AGM along with Annual Report for the financial year 2025-26 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on website of the Company, i.e. www.erosmediaworld.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 18.
7. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in this Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance.officer@erosintl.com.
9. Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, 24 September, 2026 to Wednesday, 30th September, 2026 (both days inclusive).
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents (RTA) of the Company i.e. MUFG Intime India Private Limited in case the shares are held by them in physical form.
11. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at compliance.officer@erosintl.com at least 10 days before the Meeting. The same will be replied by the Company suitably.
12. SEBI vide its notification dated 24 January, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
13. SEBI vide its Circular dated 25 January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Members can contact the company or RTA for assistance in this regulation.

14. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to RTA. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to RTA. These forms will be made available on request.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
17. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by 30 June 2023 vide its circular dated 16 March 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at rnt.helpdesk@linkintime.co.in. These forms will be made available on request. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs.

In case a holder of physical securities fails to furnish PAN and KYC details before 1 October 2023 or link their PAN with Aadhaar before 30 June 2023, in accordance with the SEBI circular dated 16 March 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31 December 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

18. Information and other instructions relating to e-voting are as under
 - i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - ii. The Company has engaged the services of CDSL to provide e-voting facility to the Members.
 - iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the

Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Wednesday, 23rd September, 2026. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- iv. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, 23rd September, 2026, only shall be entitled to avail the facility of e-voting.
- v. Members who are holding shares in physical form or who have not registered their email address with the Company/ Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date, i.e. Wednesday, 23rd September, 2026; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or may temporarily get their email registered with the Company's RTA. In case of any queries, members may contact Company's RTA, Unit – Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083.

It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned DPs and in respect of Physical Holdings with the Company's RTA, by sending an Email at rnt.helpdesk@linkintime.co.in or at Co's Email Id.compliance.officer@erosintl.com by following due procedure.

However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

- vi. Mr. C R Bhagwat, Practicing Company Secretary, (Membership No. F7075, CP No: 26844) proprietor of C R Bhagwat & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- vii. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.erosmediaworld.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

viii. Information and other instructions relating to e-voting are as under

- a) The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Saturday, 26th September 2026. End of e-voting: Up to 5:00 p.m. (IST) on Tuesday, 29th September 2026. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be

disabled by CDSL upon expiry of the aforesaid period.

- b) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
- c) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

d) Pursuant to **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

Type of shareholders	Login Method
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL .	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/

Type of shareholders	Login Method
	Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no.: 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 – 48867000 and 022 - 24997000.

e) Login method for e-voting other than individual shareholders & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- h) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN of the "EROS INTERNATIONAL MEDIA LIMITED".
- j) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- o) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- q) If you have any queries or issues regarding e-Voting from the e-voting system, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
- r) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL), Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.
- s) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.officer@erosintl.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES & COMPANY/RTA:**
- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DPs)
 - c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DPs) which is mandatory while e-voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per

the Register of Members of the Company will be entitled to vote at the Meeting.

20. Share transfer documents and all correspondence relating thereto, should be addressed to the MUFG Intime India Private Limited, Unit – Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, RTA of the Company.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.
22. SEBI vide its Circular dated November 3, 2021, has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to MUFG Intime India Private Limited Unit – Eros International Media Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 0839 or by email to rnt.helpdesk@linkintime.co.in from their registered email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. The Members can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at compliance.officer@erosintl.com. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. The Shareholders who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.
10. Members who need technical assistance before or during the Meeting can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

By Order of the Board of Directors
For **Eros International Media Limited**

Akshay Atkulwar
Vice President - Company Secretary &
Compliance Officer

Date: 14th August 2026
Place: Mumbai

Annexure I to the Notice

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3:**

Mr. Manmohan Kumar Sardana (DIN: 09294639) was appointed as an Independent Director on the Board of the Company by the Members at the 27th AGM of the Company held on 28 September 2021 for a period of Five (5) consecutive years till the conclusion of the AGM to be held in the calendar year 2026.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board, based on the performance evaluation of Independent Directors and based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Mr. Manmohan Kumar Sardana, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of Five (5) consecutive years till the conclusion of the AGM to be held in the calendar year 2031.

The Company has received declaration from Mr. Manmohan Kumar Sardana stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He has also given his consent to continue to act as Director of the Company, if so appointed by the Members of the Company.

In the opinion of the Board, Mr. Manmohan Kumar Sardana fulfils the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Manmohan Kumar Sardana as an Independent Director setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (11:00 A.M. to 1:00 P.M.) on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Manmohan Kumar Sardana as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Manmohan Kumar Sardana as an Independent Director for another term of Five (5) consecutive years till the conclusion of the AGM to be held in the calendar year 2031, for the approval by the Members of the Company since Mr. Manmohan Kumar

Sardana is already above the age of Seventy Five (75) years pursuant to Regulation 17(1A) of the SEBI Listing Regulations.

Except Mr. Manmohan Kumar Sardana, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Manmohan Kumar Sardana is not related to any Director of the Company.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of the Members.

Item No. 4

The Members at the 29th Annual General Meeting ("AGM") held on 26 September 2023 had approved, under the provisions of Section 197 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, payment of commission to the Non-Executive Directors, an amount not exceeding 1% of the net profits of the Company in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

However, taking into consideration the financial loss of the Company, no commission was paid to the Non-Executive Directors. The Company has incurred a loss as computed under Section 198 of the Act and therefore no commission would be payable to the Non-Executive Directors for FY 2025-26.

In terms of Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act companies having no / inadequate profits can pay remuneration to its Non-Executive Directors (including Independent Directors) within the limits based on the 'effective capital' of a company in accordance with the provisions contained in the Schedule V to the Act.

With the enhanced Corporate Governance requirements under the Act and the SEBI (Listing obligations and Disclosure Requirement), Regulations, 2015 coupled with the size, complexity and global operations of Eros Group, the role and responsibilities of the Board, particularly Independent Directors has become more onerous, requiring greater time commitments, attention as also a higher level of oversight. In view of the above, to incentivize them for their time, contribution rich experience and critical guidance provided, including at the Board and Committee meetings and pursuant to the amended provisions of Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors at its meeting held on 14 August 2026 have recommended and approved payment of remuneration to the Non-Executive Directors (including Independent Directors) of the Company within the limits prescribed under Section II of Part II of Schedule V of the Act for the Financial Years 2026-27 to 2028-29 in case of inadequacy of profits/ losses for in any of the said financial year(s).

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

I. GENERAL INFORMATION:

A) Nature of Industry

The Media and Entertainment (M&E) industry in India is projected to grow significantly with the sector reaching INR 2.78 trillion in 2025 and expected to grow to INR 3.3 trillion by 2026. However, it also faced challenges such as inflationary pressures, regulatory changes, and shifts in consumer preferences.

Key Trends in 2025-26

1. Digital Transformation and OTT Growth:

- o The **OTT (Over-the-top) streaming** market continued its significant growth, fuelled by increasing subscription expand, affordable data costs, and a shift in consumer behaviour towards on-demand content. Popular platforms like **Netflix, Amazon Prime Video, Disney+ Hotstar**, and regional players saw increased subscription numbers.
- o There was a marked shift towards **regional content**, with regional language films and shows experiencing greater viewership across digital platforms. This trend is expected to continue, as OTT players tailor content to cater to diverse Indian audiences.

2. Films Entertainment

- o **Box office revenues** showed significant recovery in FY 2025-26, with high-performing films both in Hindi and regional languages contributing to a resurgence in theatrical releases.
- o The cinema sector continued to face the challenge of **competition from digital platforms** and evolving audience preferences. However, the **experience of watching films in theatres** remained an important draw for audiences, particularly with the resurgence of new technics **and IMAX formats**. Even Re-release of films have helped to increase revenue in this sector.

3. Content Creation and monetisation:

- o The demand for high-quality content continued to rise, leading to an increased focus on **premium content** and collaborations with international studios. This was seen in the success of big-budget films, web series, and the increasing number of **co-productions**.
- o Indian producers continued to experiment with **new genres**, blending traditional narratives with modern storytelling formats with help of AI in content diversity.
- o **Content localization** was a significant trend, with companies investing heavily in dubbing, subtitles, and creating region-specific content to capture local markets, especially in non-Hindi-speaking regions.

4. Live Events and Sports:

- o The return of **live events** and **sports broadcasting** marked a turning point in 2025-26, attracting huge viewership and advertising revenue.

- o **E-sports** also gained traction, with several high-profile tournaments and a growing audience base, further strengthening the intersection between technology, gaming, and entertainment.

5. Advertising and Revenue Growth:

- o **Advertising spend** continued to rise, with digital platforms (including OTTs, social media, and video sharing apps) capturing a larger share of the overall ad pie. Traditional TV and print media, while still important, saw moderate growth compared to digital channels.
- o The **ad-based** model for digital platforms continued to grow, as advertisers sought to capitalize on the huge and engaged user base of streaming platforms, while **social media influencers** and **user-generated content** on platforms like Instagram, YouTube, etc. drove new advertising formats.

6. Challenges:

- o **Inflationary pressures** impacted production costs, talent fees, and marketing expenses. The increasing cost of raw materials, logistics, and the cost of talent posed challenges for content creators and distributors.

Regulatory challenges: The Indian M&E industry faced evolving regulatory scrutiny, especially concerning **OTT content regulation, advertisement transparency, and data privacy laws**. The government has shown interest in regulating OTT platforms, leading to potential changes in content and advertising standards.

Outlook for FY 2026-27

Looking ahead, the Indian Media and Entertainment industry is expected to continue its growth trajectory in FY 2026-27, driven by several key factors:

1. Continued OTT Expansion:

- o The OTT sector is poised to expand further, with more players entering the market and established players focusing on regional content, creating tailored experiences for specific audience segments.

2. Mix Models in Cinema:

- o The film industry is expected to embrace hybrid release models, combining theatrical releases with OTT premieres. More films will follow the success of direct-to-digital releases, particularly for mid-range budget films, while big-ticket films will still benefit from cinema-first strategies.
- o Premium theatrical experiences, such as 4D and IMAX screenings, will continue to offer differentiation from home-viewing experiences.

3. Growth of Regional and Niche Content:

- o The demand for regional content will continue to grow, with content providers increasingly focusing on languages and stories that resonate with local audiences. This will further diversify the types of content available on both digital platforms and in cinemas.

- o There will be a push for niche genres, such as period films, horror, thriller, and science fiction, gaining more traction with audiences both on TV and digital platforms.

4. Sports and Live Events:

- o The growing popularity of sports content, especially cricket, will drive significant viewership in FY 2026-27. With global and regional sports events like the Olympics and Indian Premier League (IPL), the media rights market will continue to flourish.

5. Technological Innovations:

- o The rise of artificial intelligence (AI) and machine learning (ML) in content creation, curation, and distribution will play a key role in personalized recommendations, enhancing user experience, and improving the efficiency of content production.
- o Blockchain and NFTs could emerge as disruptive technologies in the M&E industry, especially in areas like content rights management and collectibles.

6. Content Monetization Strategies:

- o OTT platforms will continue to refine their subscription models and advertising strategies, exploring hybrid models such as SVOD-AVOD combinations. Greater personalization and data-driven content will lead to higher engagement and revenue.

Traditional media (television and print) will continue to adapt by investing in digital transformation, creating cross-platform experiences and synergies with OTT and social media platforms.

B) Date of expected date of commencement of commercial production:

The Company was incorporated on 19 August 1994. Immediately after incorporation, the Company had engaged in the activities of production and distribution of films and other entertainment programs.

C) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

D) Financial performance based on given indicators:

Please refer Page No. 10 of the Annual Report.

E) Foreign investments or collaborators, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising FIIs holders, are investors in the Company on account of past issuances of securities and secondary market purchases.

II. Given below is the information about the appointees as required under Schedule V of the Act, the effective capital of the Company for various financial years as applicable to the Non-Executive Directors and the maximum amount of remuneration that may be payable to them:

Name of Director	Mr. Manmohan Kumar Sardana	Mrs. Urvashi Saxena	Mr. Vijay Gulab Chand
Background Details, Job Profile, Suitability, Recognition and Rewards	The details for each of these Directors can be found on the website of the company at www.erosmediaworld.com . Please also refer to the Report on Corporate Governance, which forms part of this Annual Report.		
Date of appointment in the Company	31/08/2021	11/08/2023	12/12/2026
Past Remuneration (Amount in ₹)			
FY 2025-26	21,00,000	15,00,000	NA
FY 2024-25	23,50,000	17,50,000	NA
FY 2023-24	19,00,000	12,66,667	NA
*Maximum amount of remuneration for FY 2026-27 (Amount in ₹)	12,00,000	12,00,000	12,00,000
Remuneration proposed (Amount in ₹)	12,00,000	6,00,000	6,00,000
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration has been considered by the Nomination and Remuneration Committee and the Board of Directors of the Company and is in line with the remuneration being drawn by similar positions in the media industry.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	The Non-Executive Directors do not have any pecuniary relationship with the Company except to the extent of Sitting Fees, Commission or Remuneration, as applicable, and reimbursement of out-of-pocket expenses received by them for attending the meetings.		

* The limit on remuneration is based on Effective Capital which shall be calculated as of the last date of the financial year preceding the financial year in which the appointment of the Director is made as per Schedule V to the Act.

III. Other Information

A. Reasons of loss or inadequate profits:

The major reason for the loss is the reduction in the Company's total turnover during the year. Further, in accordance with the Expected Credit Loss ("ECL") Policy, the Senior Management reviews all financial assets, including trade receivables, on a regular basis. Based on such review

and considering the principle of prudence, the Management has recognised ECL provisions on the financial assets, as considered necessary.

B. Steps taken or proposed to be taken for improvement:

The Company's key asset is a film library of huge number of films. In an effort to reach a wide range of audiences,

we maintain rights to a diverse portfolio of films spanning various genres, generations and languages. These include rights to films in Hindi and several regional languages, Tamil, Telugu, Kannada, Marathi, Gujarati, Bengali, Malayalam and Punjabi. We have strong operational focus in syndication and monetization of these film rights as part of our business development and operations.

C. Expected increase in productivity and profits in measurable terms:

We believe all the initiatives listed above will bring and create further value for our shareholders. It will also enhance the revenue potential of the Group, resulting in better and improved profit for the companies of the Eros Group.

Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting.

This remuneration will be distributed amongst all or some of the Non-Executive Directors, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board as prescribed under the Remuneration Policy of the Company. Kindly refer website of the company at www.erosmediaworld.com.

The above resolution would be valid for a period of 3 years i.e. upto and including remuneration to be paid for the financial year 2028-29. It is clarified that in case of adequate profits, the Company would pay commission to its Non-Executive Directors upto an amount not exceeding 1% of the

profits for that financial year as approved by the Members at the AGM held on 03 September 2015.

The above remuneration shall be in addition to fees payable to the Director(s) for attending meetings of the Board/ Committees or for any other purpose whatsoever, as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

Your Director recommends the resolution set out at Item No. 4 of the Notice for approval by the members. Accordingly, members approval is sought by way of an Ordinary Resolution for payment of remuneration to the Non-Executive Directors as set out in the said resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Manmohan Kumar Sardana, Mrs. Urvashi Saxena and Mr. Vijay Gulab Chand are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

By Order of the Board of Directors
For **Eros International Media Limited**

Akshay Atkulwar
Vice President - Company Secretary &
Compliance Officer

Date: 14th August 2026
Place: Mumbai

Annexure II to the Notice

Details of Directors seeking appointment/ re-appointment/ fixation of remuneration of Director furnished pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

Name	Mr. Pradeep Dwivedi	Mr. Manmohan Kumar Sardana
DIN	07780146	09294639
Designation	Executive Director & CEO	Independent Director
Date of Birth and Age	10 December 1970; 55 Years,	15 September 1944; 82 Years
Date of First Appointment on the Board	14 August 2021	31 August 2021
Qualifications	B.Sc., MBA	MSc (Hons School) in Physics
Profile	Mr. Pradeep Dwivedi is a senior media industry professional and Group CEO of the Company since January 2020. He is an accomplished industry leader with an experience of over two decades in Advertising & Media Business, Telecom & Technology Enterprises, Banking & Financial services Institutions and Automotive sector, with established credentials in digital infotainment business as well as Print Publication, News Television channels and Experiential Events. He has a demonstrated track record in Revenue growth, Sales & Marketing, Value creation, Joint ventures & Partnerships, Investments, product & service delivery, risk operations & general management. In the past, he has been Group CEO of Sakal Media Group, Chief Corporate Sales & Marketing Officer of Dainik Bhaskar Group, and worked with organisations such as Tata Teleservices, American Express, GE Capital, Standard Chartered Bank & Eicher Motors India. He is an active participant in many media industry associations as Director of IAA (India Chapter) and a managing committee member of The Advertising Club of India.	
Terms and conditions of Appointment / Re-appointment	Retire by rotation: • Liable to retire by rotation. Duties: • To adhere as provided under Section 166 of the Act. Code of Conduct: • Abide by the Code of Conduct devised by the Company.	Appointment: • Second term for five years w.e.f. 30 September 2026 to the conclusion of the Annual General Meeting of the Company to be held in the Calendar Year 2031. • Not liable to retire by rotation. Termination: • Terminated by either side in terms of Section 168 or Section 169 of the Companies Act, 2013 ('the Act'). Duties: • To adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV of the Act. Code of Conduct: • Abide by the Code of Conduct devised by the Company.
Directorships held in other companies (as on March 31, 2026)	• India Chapter of International Advertising Association	• Eros International Films Pvt. Ltd. • Copsale Limited

Last remuneration drawn.	Rs. 3,00,00,000 (as Chief Executive Officer)	NIL
Remuneration to be paid	NIL	NIL
Memberships/ Chairmanships of Committees of other companies	India Chapter of International Advertising Association	Eros International Films Pvt. Ltd. Audit Committee - Chairman
Number of Board Meetings attended during FY 2025-26	Seven (7)	Seven (7)
Relationship with other Directors, Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of shares held in the Company	NIL	NIL
Number of Stock Options	NIL	NIL

Notes

[illegible]

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