



EROS INTERNATIONAL MEDIA LIMITED

EROS CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING IN SECURITIES BY DESIGNATED PERSONS

*[Pursuant to Regulation 9(1) of the Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015]*

EROS INTERNATIONAL MEDIA LIMITED

CIN: L99999MH1994PLC080502

Regd. Off: 201, Kailash Plaza Opp. Laxmi Industrial Estate, Off Andheri Link Road, Andheri (West), Mumbai – 400053, Maharashtra, (India).

Corporate Office: 901/902, Supreme Chambers, Off Veera Desai Road, Andheri (West), Mumbai – 400 053, Maharashtra, (India).

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SECTION I: INTRODUCTION

The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (“**UPSI**”) and to prevent misuse of such information. The Company is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

To achieve these objectives, Eros International Media Limited (“**the Company**”) hereby notifies Eros Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Person(s) (“**the Code**”) under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”) which shall be applicable to Designated Person(s) and Immediate relatives of Designated Person(s)

The Board of Directors of the Company (“**the Board**”), may from time to time review and amend the provisions of the Code in terms of the prevailing practices being followed and amendments, if any under the relevant laws and PIT Regulations.

SECTION II: DEFINITIONS & INTERPRETATIONS

1. Definitions: -

In this Code the following expressions including their grammatical variations and cognate expressions shall unless repugnant to the context or meaning thereof, have the meaning assigned to them respectively hereunder: -

- 1.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 1.2 “**Board**” means the Board of Directors of the Company.
- 1.3 “**Code**” shall mean Eros Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Person(s).
- 1.4 “**Company**” means Eros International Media Limited.
- 1.5 “**Compliance Officer**” means Company Secretary or any officer of the Company as designated as Compliance Officer in accordance with its Code of Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated persons as formulated in accordance with Regulation 9(1) of PIT Regulations.
- 1.6 “**Connected Person**” means:
 - (a) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.



- (b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established,
- (i) an immediate relative of connected persons specified in clause 1.6.1; or
 - (ii) a holding company or associate company or subsidiary company; or
 - (iii) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (iv) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (v) an official of a stock exchange or of clearing house or corporation; or
 - (vi) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (vii) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (viii) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (ix) a banker of the Company; or
 - (x) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.7 **Designated Person(s)** shall include:

- (a) Promoters and Promoters Group of the Company;
- (b) Directors of the Company;
- (c) Key Managerial Personnel of the Company;
- (d) Managing Director / Whole Time Director / Chief Executive Office of the Company;
- (e) Employees up to 2 levels below the Directors and Chief Executive Officer / Managing Director / Whole Time Director of the Company (if any) and Personal Secretary(s)/Assistant(s) to such officials;
- (f) Employees in the IT Department, Accounts, Finance, Corporate Strategy, Corporate Communication, legal & Secretarial Departments at the corporate office of the Company, irrespective of grade level.
- (g) Personal Secretary(s)/Assistant(s) to such persons as stated under point (a) to point(f) above;
- (h) Persons (as stated under point (a) to point (g) above of Holding Company (if any), Material Subsidiary Company (ies) (if any).
- (i) Such other persons, as the Compliance Officer, in consultation with the Managing Director may designate from time to time.

[For the purpose of this Code, the expression “Designated Person(s)” shall also include the immediate relative(s) of such Designated Person as define hereinabove.]

1.8 **“Director”** means a member of the Board of Directors of the Company.

1.9 **“Employee”** means every employee of the Company including Permanent Employees, Contractual Employees, apprentices, trainees etc. and the Directors in the employment of the Company.



- 1.10 **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- 1.11 **“Holding Company”** means a Company as defined in Section 2(46) of the Companies Act, 2013 or under Regulation 2 of Listing Regulations, as amended from time to time.
- 1.12 **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.
- 1.13 **“Insider”** means any person who,
(a) a connected person; or
(b) in possession of or having access to UPSI.
- 1.14 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013 or under Regulation 2 of Listing Regulations, as amended from time to time.
- 1.15 **“Need to Know Basis”** means sharing of UPSI shall be strictly as per the provisions of the “Eros’s Code of Practices and Procedures for fair disclosure of UPSI”.
- 1.16 **“Ordinary Course of Business”** includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.
- 1.17 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 1.18 **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 1.19 **“Listing Regulations”** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.
- 1.20 **“PIT Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.21 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 1.22 **“Subsidiary Company” or “Subsidiary”**, means a Company as defined in Section 2(87) of the Companies Act, 2013 or under Regulation 2 of Listing Regulations, as amended from time to time.
- 1.23 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal, pledge in any securities, and “trade” shall be construed accordingly.



- 1.24 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- 1.25 **“Trading Plan”** means a plan for dealing in securities of the Company for a period not less than 12 (twelve) months by the Designated Person(s) not being a period earlier than 6 months post public disclosure of the plan.
- 1.26 **“Trading Window”** means the period during which trading may be carried out in the Company’s Securities by Designated Person(s);
- 1.27 **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (a) financial results;
 - (b) dividends;
 - (c) change in capital structure;
 - (d) mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions;
 - (e) changes in key managerial personnel; and
 - (f) Such other events/ information as may be determined by the Compliance Officer in consultation with the Managing Director of the Company.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

SECTION III: ADMINISTRATION OF CODE BY COMPLIANCE OFFICER

The Compliance Officer shall be *inter-alia* responsible for maintaining a record of the Designated Person(s) in the Company, compliance with policies, procedures, monitoring adherence to the rules for the preservation of UPSI, Pre-clearing of trades of Designated Person(s), monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.

The Compliance Officer shall further be responsible to assist all the Employees, including the Designated Person(s) in addressing any clarifications regarding PIT Regulations and the Company’s Code of Conduct. The Compliance Officer may also, in consultation with the Authorized Representative and shall as directed by the Board, specify period for closure of Trading Window from time to time and immediately make an announcement thereof. In this regard, Compliance Officer is required to ensure that the trading window shall not be re-opened earlier than forty-eight hours from the date of dissemination of information to the public.

The Compliance Officer shall place report in respect of trading in the securities by Designated Person(s) and such other Employees as the Board deems fit before the Chairman of the Board and Audit Committee not less than once in a year.



The Compliance Officer may formulate a Committee to ensure effective implementation, monitoring and compliance of the Code.

The Compliance Officer shall obtain requisite declarations from the Designated Person(s) to prevent the acts of insider trading.

SECTION IV: RESTRICTION ON SHARING OR COMMUNICATION OF UPSI AND FORMULATION OF CHINESE WALLS

1. Restriction on Sharing or Communication of UPSI

- (a) All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of his/her legitimate purposes, performance of duties or discharge of his/her legal obligations.
- (b) For the purpose of this section, the term legitimate purpose shall include sharing of UPSI in the ordinary course of business by a Designated Person(s) with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors including internal auditors and secretarial auditors, insolvency professionals or other advisors or consultants.
- (c) Further any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "Insider" and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code and SEBI (PIT) Regulations.
- (d) Any disclosure of the UPSI made in compliance to the Code of Fair Disclosure of the UPSI made by a Designated Person(s) shall only be done through his / her official email id or such other modes as may be determined by the Board from time to time.

2. Chinese Wall

To prevent the misuse of UPSI, the Company has adopted following norms for Chinese Wall procedures, which separates those departments which routinely have access to UPSI, considered as 'Inside Areas' from other departments providing support services, considered as 'Public Areas':

- (a) The Designated Person(s) in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas, except in accordance with the Policy on determination of legitimate purposes.
- (b) The Company shall have a process for defining Insider Areas and Public Areas, maintaining securely, computer files containing confidential information and physical storage for documents relating to UPSI as determined by the compliance officer.
- (c) All the UPSI is to be handled on the Need to Know basis only. All the non-public information directly received by any employee should immediately be reported to the Head. In exceptional circumstances employees from the public areas may be bought "over the wall" and given the UPSI on the Need to Know Basis, after an intimation to the Compliance Officer.



SECTION V: TRADING BY DESIGNATED PERSONS

A. Trading Window and Window Closure:

- (a) Trading in securities of the Company shall only be done when the Trading Window is open and within the threshold limit prescribed hereunder and shall not trade in the securities of the Company during the period when the Trading Window is closed.
- (b) The Trading Window shall be closed by the Compliance Officer as may be decided by him/her prior to UPSI is published.
- (c) The Trading Window shall remain closed from such date as specified or determined by the Compliance Officer to consider:
 - (i) Declaration of Financial Results (quarterly and annual);
 - (ii) Declaration of Dividends (interim and final);
 - (iii) Issue of securities by way of public/rights/bonus etc.;
 - (iv) Any major expansion plans;
 - (v) Amalgamation, mergers, takeovers and buy-back;
 - (vi) Disposal of whole or substantially whole of the undertaking;
 - (vii) Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.;
 - (viii) Consolidation / splitting of shares as prescribed under Section 61 of the Companies Act, 2013 or any amendments thereto, from time to time;
 - (ix) Voluntary de-listing of shares by the company;
 - (x) For such other matters as determined by the Compliance Officer from time to time.
- (d) In case of ESOPs, if any, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs, if any, shall not be allowed when trading is closed.
- (e) The Trading Window shall be opened not earlier than 48 (forty – eight) hours after UPSI becomes Generally Available Information.
- (f) The Compliance Officer shall intimate the closure of Trading Window to all the Designated Person(s) / concerned Designated Person(s), respectively, of the Company when he determines that a Designated Person(s) or class of Designated Person(s) can reasonably be expected to have possession of UPSI.
- (g) The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, etc., currently assisting or advising the Company, or if they were associated with the company, directly or indirectly, six months prior to the trading window.

B. Pre-clearance of trades:

Any Designated Person(s), who intends to deal in the securities of the Company when the Trading Window is opened and if the value of the proposed trade is in excess of Rs. 10 Lakhs (market value), whether in one transaction or series of transaction, over any calendar quarter should take pre-clearance of the transaction. However, no Designated Person(s) shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person(s) is in



possession of UPSI even if the Trading Window is not closed and hence, he/she shall not be allowed to trade.

- (a) An application may be made in the prescribed form (**Annexure – 1**) to the Compliance Officer indicating the estimated number of securities / the value of securities that the Designated Person(s) intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
- (b) An undertaking (**Annexure - 2**) shall be executed in favour of the Company by such Designated Person(s)
- (c) The Designated Person(s) shall execute their order (**Annexure - 3**) in respect of securities of the Company in not less than 7 (seven) trading days after the approval of pre-clearance is given. The Designated Person(s) shall file within 2 (two) working days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form (**Annexure - 4**) or any other form as may be prescribed by SEBI, from time to time. In case the transaction is not undertaken, a nil report to that effect shall be filed.
- (d) If the order is not executed within 7 (seven) trading days after the approval is given, then the applicant shall get the transaction pre-clear again.
- (e) The mode of applying for pre-clearance and its approval there of shall be made only through official email of the Company or through hard copy or any other electronic mode as approved by the Compliance Officer.

C. Contra Trading or Minimum period of holding of securities:

- (a) All Designated Person(s) who buy or sell any number of shares of the Company shall not enter into a contra trade, i.e., make an opposite transaction i.e. sell or buy any number of shares during the next 6 (six) months following the prior transaction.
- (b) In case of subscription in the primary market (initial public offers), the abovementioned entities shall hold their investments for a minimum period of 30 (thirty) days. The holding period would commence when t
- (c) he securities are actually allotted.
- (d) However, the Compliance Officer may be empowered to grant relaxation to any person from strict application of Clause 3(a) and/or 3(b) above, for reasons to be recorded in writing provided that such relaxation does not violate PIT Regulations. However, no such sale will be permitted when the Trading Window is closed.
- (e) Contra trading restrictions shall not apply if trades are being done pursuant to a Trading Plan.

D. Trading while in possession of Unpublished Price Sensitive Information:

A Designated Person shall not, directly or indirectly:

- (a) Trade in securities that are listed or proposed to be listed when in possession of UPSI



- (b) Trade in securities of the Company, except when the Trading Window is open and the Designated Person is not in possession of UPSI

E. Trading Plan:

A Designated Person, who may perpetually be in possession of UPSI, in order to plan for trades to be executed in future, shall formulate a Trading Plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such approved Trading Plan. Trading Plan shall:

- (a) not entail commencement of trading on behalf of the Designated Person earlier than 6 (six) months from the public disclosure of the Plan;
- (b) not entail trading for the period between the 20th (twentieth) trading day prior to the last day of any financial period for which quarterly results and annual result are required to be announced by the company and the second trading day after the disclosure of such financial results;
- (c) Trading Plan shall entail trading for a period of not less than 12 (twelve) months.
- (d) Not entail overlap of any period for which another Trading Plan is already in existence;
- (e) Trading Plan shall not entail trading in securities for market abuse.
- (f) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- (g) The Trading Plan once approved shall be irrevocable and it shall be mandatorily have to be implemented and without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan as per provisions of the Regulations.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the Designated Person shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.



SECTION VI: DISCLOSURE BY PROMOTER/ PROMOTER GROUP/ KEY MANAGERIAL PERSONNEL/ DESIGNATED PERSONS

1. Initial Disclosures:

- (a) Every person on appointment as a Key Managerial Personnel or a director of the company or upon becoming a Promoter or Member of Promoter Group shall disclose his/her holding of securities of the company as on the date of appointment or becoming a Promoter, to the company within seven days of such appointment or becoming a Promoter in the format **(Annexure – 5A)**.

2. Continual Disclosures:

- (a) Every Promoter, member of the promoter group, Designated Person and director of every company shall disclose to the Company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transaction over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakhs Only) in the format prescribed **(Annexure – 5B)** or such other format as may be prescribed by SEBI, from time to time.
- (b) Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.
- (c) The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

3. Annual Disclosure:

Designated Person(s) shall disclose his/her holding as on 31st March of every year within a period of 30 (thirty) days from the end of each year in the format prescribed **(Annexure – 6)**.

4. Designated Person(s) shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis to the Compliance Officer and as and when the information changes:
 - (a) immediate relatives.
 - (b) Persons with whom such Designated Person(s) shares a material financial relationship, i.e., a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.
 - (c) Phone, mobile and cell numbers which are used by them.
5. Designated Person(s) shall be required to disclose names of educational institutions from which they have designated and names of their past employers on a one-time basis.



SECTION VII: INTRODUCTION OF INDIVIDUALS ON SENSITIVE TRANSACTIONS THAT MAY INVOLVE OR GIVE RISE TO UNPUBLISHED PRICE SENSITIVE INFORMATION

1. In case of any transaction in the Company which is of sensitive nature i.e. it may involve UPSI or may give rise to UPSI, then the Designated Person(s) shall first intimate to the Head of Department and the respective head of the Department to which the transaction pertains shall:
 - Brief the individuals and made them aware about their duties and responsibilities after receiving such sensitive information.
 - Brief about the penalties and liabilities that attaches to misuse of such information as provided to such persons.
 - Get a signed Non – Disclosure agreement or such other agreements as deem fit by the Head of the Department so as to ensure that no leak of UPSI takes place. In case it is not practical to sign the aforesaid Non-Disclosure Agreement, then a written notice shall be given by the Head of the department sharing the UPSI to the person receiving UPSI to maintain confidentiality of the information shared with such person. Detail of such written notice shall also be given by the Head of the Department sharing the UPSI to the Compliance Officer simultaneously.
 - Intimate the same to the Compliance Officer with all such requisite details of sharing such information.
 - The Compliance Officer may ask for such additional information or do such additional acts as he may deem fit to ensure the Compliance of this Code and SEBI (PIT) Regulations.

SECTION VIII: PENALTY FOR CONTRAVENTION OF THE CODE

1. **Penalty for contravention of the Code:**
 - a) An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
 - b) Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company in accordance with applicable laws.
 - c) The SEBI or any other appropriate regulatory authority would also be informed of the violation of these Rules so that appropriate action may be taken.

SECTION IX: APPLICABILITY

This Policy has been revised to incorporate the amendments in the PIT Regulations and shall be effective from August 12, 2022. In case there are any subsequent modification(s) / amendment(s) / notification(s) / circular(s) to PIT Regulations or the Act and Rules made thereunder, it shall apply to this Policy automatically and this Policy shall stands amended automatically and in the event of any conflict between this Policy and the applicable laws, the applicable laws shall prevail.



ANNEXURE -1
SPECIMEN OF APPLICATION FOR PRE-CLERANCE APPROVAL

Date:

To
The Compliance Officer
EROS International Media Limited
Mumbai

Dear Sir/Madam,

SUB: Application for Pre – clearance approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Person(s). I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1. Name of the applicant	
2. Designation and Employee Code	
3. Number of securities held as on date	
4. Folio No. / DP ID / Client ID No.)	
5. The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6. Proposed date of trading in securities	
7. Estimated number of securities proposed to be acquired/ subscribed/ sold	
8. Price at which the transaction is proposed	
9. Current market price (as on date of application)	
10. Whether the proposed transaction will be through stock exchange or off-market deal	
11. Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours Faithfully,

Signature
Name of the Employee
Employee Code

Eros International Media Limited



ANNEXURE - 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To
EROS International Media Limited
Mumbai

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any UPSI (as defined in the EROS Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Person(s) (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 2 (two) trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

Name:

* Indicate number of shares



ANNEXURE – 3

FORMAT FOR PRE- CLEARANCE ORDER

To
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (nos.) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
for EROS International Media Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction



ANNEXURE – 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To
The Compliance Officer
Eros International Media Limited
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of Holder	No. of securities dealt with	Bought / sold / subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature:

Name:

Designation:

Date:

Eros International Media Limited

Annexure – 5A

FORM-B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the Company: **Eros International Media Limited**

ISIN of the Company: **INE416L01017**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Director or Promoter or member of the promoter group/ KMP / Immediate relative to/others, etc.)	Date of appointment of Director / OR Date of becoming Promoter/ member of the promoter group / KMP	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Place:

Date:

Eros International Media Limited

Annexure – 5B

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: Eros International Media Limited

ISIN of the Company: INE416L01017

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ Member of the Promoter Group/ KMP / Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off-market/ Inter-se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	1	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Eros International Media Limited

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:

Designation:

Place:

Date:

Eros International Media Limited

Annexure – 6
Annual Disclosure from Designated Person and their Immediate Relative(s) under the Code of Conduct for Prevention of Insider Trading in Securities of Eros International Media Limited

Date:
To
The Compliance Officer
Eros International Media Limited
Mumbai

Dear Sir,

SUB: PERIODIC STATEMENT OF MY HOLDING AND MY IMMEDIATE RELATIVES' HOLDING IN THE COMPANY

In terms of the requirement of Eros Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Person(s) ("the Code") for periodic disclosure, giving below the details of my holding and my Immediate Relative(s) holding:

Name, PAN No. & Address of Designated Person and Immediate Relative(s)	Relationship	No. of Securities held as on April 01,	No. of securities bought during the year ended March 31	No. of Securities sold during the year ended March 31	No. of Securities held as on March 31	Folio No./ Client ID/ DP ID
Self and Spouse						
	Self					
	Spouse					
Immediate Relatives (To be filled if applicable or mention NA)						

- ✓ I confirm that I / my immediate relative(s) have read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code.
- ✓ I confirm that I have not entered into contra trade during the preceding six months prior to any transactions.
- ✓ I hereby declare that the above details are true, correct and complete in all respects.

Thanking You,

(Name of the Designated Peron)
(Designation)
(Department)

Eros International Media Limited