



ANNEXURE IV

Date: May 25, 2022

To,
EROS INTERNATIONAL MEDIA LIMITED
201, Kailash Plaza
Opp. Laxmi Industrial Estate
Off Andheri Link Road,
Andheri (W) Mumbai-400053

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of 13,50,00,000 (Thirteen Crore Fifty Lakh) warrantson preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, M/s. SG & Associates, Practicing Company Secretaries have verified the relevant records and documents of M/s **EROS INTERNATIONAL MEDIA LIMITED** with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ *pledge of pre-preferential holding from May 20, 2022 till 20th December, 2022**. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID	Qty	Lock-in details	
			From	To
*Eros Worldwide FZ LLC	IN30243-720142323	2,43,83,541	20-05-2022	20-12-2022
Aidos India Fund Ltd	IN301348-20044159	14,99,826	20-05-2022	20-12-2022
Forbes EMF	IN301799-10089137	39,88,000	20-05-2022	20-12-2022

*As on date 1,80,52,734 equity shares of M/s Eros Worldwide FZ LLC has been transferred to pool account of Lender, who hold the Shares on behalf of Eros Worldwide FZ.LLC.

**Allotment is subject to regulatory approvals and the exact date of allotment is not known. Accordingly, a tentative date to comply with the Regulation 167 (6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 of lock-in upto 90 trading days from the date of allotment has been mentioned. The date may be extended in case allotment date is extended to comply with the said Regulation.

- c) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.





- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Articles of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."
- f) The total allotment to the allottees acting in concert in the present preferential issue or in the same financial year i.e. 31.03.2022 is more than 5% of the post issue fully diluted share capital of the issuer.

For SG & Associates


Suhas S Ganpule
Proprietor
Practicing Company Secretaries
Membership No: A12122
C. P. No: 5722
UDIN: A012122D000387420

Date: 25.05.2022



