



May 26, 2022

The Secretary
BSE Limited
Pheeroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Scrip Code: 533261

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051
Scrip Code: EROSMEDIA

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Dear Sir(s),

In terms of the circular issued by Securities and Exchange Board of India vide circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2022 issued by the Secretarial Auditor of the Company, S G and Associates, Company Secretary in Practice [ACS No. 12122, CP No. 5722].

You are requested to kindly take note of the above.

Thanking you,

Yours faithfully,
for **Eros International Media Limited**


Vijay Thaker
VP - Company Secretary & Compliance Officer



Encl: a/a

EROS INTERNATIONAL MEDIA LIMITED

Corporate Office: 9th Floor, Supreme Chambers, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.
Tel.: +91-22-6602 1500 Fax: +91-22-6602 1540 E-mail: eros@erosintl.com • www.erosstx.com / www.eiml.site
Regd. Office: 201, 2nd Floor, Kailash Plaza, Plot No. A-12, Off New Link Road, Andheri (W), Mumbai - 400053.
CIN No. L99999MH1994PLC080502



Secretarial Compliance Report
Eros International Media Limited
For the year ended 31.03.2022

I, Mr. Suhas Sadanand Ganpule, Proprietor of S. G and Associates, Company Secretary in Practice have examined:

- (a) All the documents and records made available to us and explanation provided by **Eros International Media Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable**.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008- **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2015- **Not Applicable**.

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- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|----------------------------|--|------------|---|
| No Reportable Observations | | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|--|---|--|---|
| 1. | NSE (National Stock Exchange of India Limited) | Clarification in Shareholding Pattern for the quarter ended 31 st December, 2021 | Company has received letter from National Stock Exchange of India Limited ("NSE") for clarification in respect of Shareholding pattern submitted by the Company for Quarter ended 31 st December, 2021. | Company has requested NSE to provide a reasonable time to respond to the clarification on quarterly submission of shareholding pattern for 31 st December, 2021. |





SG & ASSOCIATES

Company Secretaries

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|---|---|---|--|
| 1. | Regulation 44(3) Voting results of 25th Annual General Meeting has been submitted after 48 hours from the conclusion of the meeting | 31.03.2020 | The Company has taken necessary actions to upload the regulation within time limit from next year onwards | The Company has taken necessary actions and has complied the filing of regulation within time limit for the current year |

For SG and Associates,
Practicing Company Secretaries

SG & ASSOCIATES
COMPANY SECRETARIES
SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722

Suhas Ganpule
ACS No.: A12122
C P No.: 5722

UDIN: A012122D00038207

Place: Mumbai
Date: 25.05.2022

