September 05, 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 (E)
Mumbai-400051
Scrip Code: EROSMEDIA

SUB: Submission of Annual Report for the financial year 2021-22

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting herewith the Annual Report of the Company for the financial year 2021-22 along with the Notice of 28th Annual General Meeting of the Company to be held on Tuesday, September 27, 2022 at 3:00 p.m. through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM").

The Annual Report and the Notice of 28th Annual General Meeting are also available on the website of the Company at www.erosmediaworld.com.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For Eros International Media Limited

Vijay Thaker

Vijay Thaker
Vice President - Company Secretary & Compliance Officer

Encl: As above

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.erosmediaworld.com
Regd. Office: 201, 2nd Floor, Kailash Plaza, Off Andheri Link Road, Andheri (West), Mumbai - 400053.
CIN No. L99999MH1994PLC080502

EROS INTERNATIONAL MEDIA LIMITED

ANNUAL REPORT 2021-2022

"STORIES

FOR

EVERYONE"

Contents

FORWARD-LOOKING STATEMENTS

Certain statements in this report concerning the future growth prospects are forward-looking statements, which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this report and include, but are not limited to, statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, the Company's results of operations, financial condition, liquidity, prospects, growth, strategies, business development, the markets in which the Company operates, expected changes in the Company's margins, certain cost or expense items as a percentage of the Company's revenues, the Company's relationships with theater operators and industry participants, the Company's ability to source film content, the completion or release of the Company's films and the popularity thereof, the Company's ability to maintain and acquire rights to film content, the Company's dependence on the Indian box office success of its films, the Company's ability to recoup box office revenues, the Company's ability to compete in the Indian film industry, the Company's ability to protect its intellectual property rights and its ability to respond to technological changes, the Company's contingent liabilities, general economic and political conditions in India, including fiscal policy and regulatory changes in the Indian film industry. By their nature, forward-looking statements involve known and unknown risk and uncertainty because they relate to future events and circumstances. The forward-looking statements speak only as of the date they are made and are not guarantees of future performance and the actual results of the Company's operations, financial condition and liquidity, and the development of the markets and the industry in which the Company operates may differ materially from those described in, or suggested by, the forward-looking statements contained in these materials. The forward-looking statements in this report are made only as of the date hereof and the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of current or future events or otherwise, except as required by law or applicable rules.

CORPORATE INFORMATION

Board of Directors

Mr. Dhirendra Swarup
Non-Executive Chairman & Independent Director
DIN: 02878434

Mr. Sunil Arjan Lulla
Executive Vice Chairman & Managing Director
DIN: 00243191

Mr. Kishore Arjan Lulla[1]
Executive Director
DIN: 02303295

Ms. Bindu Saxena
Non-Executive Independent Director
DIN: 00167802

Mr. Pradeep Dwivedi
Executive Director & Chief Executive Officer (India)
DIN: 07780146

Mr. Manmohan Kumar Sardana
Non-Executive Independent Director
DIN: 09294639

Mr. Vijay Thaker[2]
Executive Director and Vice President – Company Secretary & Compliance Officer
DIN: 01867309

Chief Financial Officer

Mr. Rajesh Chalke[3]

Statutory Auditors

Chaturvedi and Shah LLP
Chartered Accountants
(Firm Registration No. 101720W/W100355)

Corporate Identification Number (CIN)

L99999MH1994PLC080502

Bankers

IDBI Bank Limited (Lead Bank)
Bank of Baroda
Punjab National Bank
Indian Overseas Bank
Union Bank of India
State Bank of India

Registered Office

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)
Tel: +91 22 66021500; Fax: +91 22 66021540
Email: compliance.officer@erosintl.com
Website: www.erosmediaworld.com

Registrar & Share Transfer Agent

Link Intime India Private Limited
Unit: Eros International Media Limited
C 101, 247 Park
LBS Marg, Vikhroli West
Mumbai 400 083
Maharashtra (India)
CIN: U67190MH1999PTC118368
Tel: +91 22 4918 6270; Fax: +91 22 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

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1 *Mr. Kishore Lulla ceased to be a Director of the Company w.e.f. 19 May 2022.*

2 *Mr. Vijay Thaker Company's Vice President – Company Secretary & Compliance Officer was appointed as Executive Director of the Company w.e.f. 19 May 2022.*

3 *Mr. Rajesh Chalke was appointed as Chief Financial Officer of the Company w.e.f. 19 May 2022.*

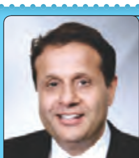
BOARD OF DIRECTORS

Mr. Dhirendra Swarup
Non-Executive Chairman, Independent

A government-certified accountant and a member of the Institute of Public Auditors of India, Mr. Swarup holds a post-graduate degree in humanities. A career bureaucrat, he retired as Secretary of Ministry of Finance, Government of India in 2005. He possesses a vast experience of 46 years in the finance sector and has also worked in the UK, Turkey and Georgia. He was the Chairman of Financial Sector Redress Agency and is also on the Board of several listed companies besides acting as a member and the Chairman of several committees. In the past, he has held many key positions and responsibilities like being a member of the Board of the SEBI, a member of the Permanent High-level Committee on Financial Markets, Chairman of the Pension Funds Regulatory Authority, Chief of the Budget Bureau of the Government of India, a member secretary of the Financial Sector Reforms Commission, Chairman of Public Debt Management Authority Task Force, Vice-Chairman of the International Network on Financial Education of OECD.

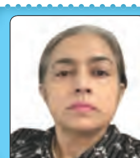
Mr. Sunil Arjan Lulla
Executive Vice Chairman & Managing Director

Mr. Lulla holds a commerce degree from the University of Mumbai. Possessing an expansive 28 year long experience in the Media & Entertainment industry, he has been associated with Eros since its inception. He led the Company's growth within India for many years before being appointed Executive Vice Chairman & Managing Director of Eros India on 28 September 2009. Mr. Lulla was reappointed to the same position on 15 December 2020 for another period of five years. During his stint, he has contributed tremendously in developing and expanding the Company's business in India. Under his able leadership, the Company continued to achieve milestones. He has been instrumental in developing the Company's distribution business along with its home entertainment and music segments.



Mr. Kishore Arjan Lulla
*Executive Director**

The Executive Co-Chairman of our parent Company, Eros Media World Plc (formerly known as Eros STX Global Corporation) Eros STX Global Corporation, Mr. Lulla holds a bachelor's degree in Arts from Mumbai University. Possessing a rich experience of over 37 years in the filmed entertainment and media industry, he is a member of the British Academy of Film and Television Arts and Young Presidents' Organization besides serving on the board of the School of Film at the University of California, Los Angeles. Mr. Kishore Arjan Lulla has been instrumental in expanding the Company's presence in the United Kingdom, the U.S., Dubai, Australia, Fiji and other international markets. He is responsible for taking the Indian film industry to the global arena. A recipient of the 'Asian Business Awards' 2007, the 'Indian Film Academy Awards' 2007, and 'Entrepreneur of the Year' 2010, 'Global Citizenship Award' 2014, 'Entertainment Visionary Award' 2015, he has also featured on the 'Best under a Billion' 2014 list of Forbes Asia and got invited to attend the "billionaires' summer camp" in the Sun Valley.



Ms. Bindu Saxena
Non-Executive, Independent

Ms. Bindu Saxena, is a practicing Advocate and is a partner of the law firm Swarup & Company, New Delhi, India and has over 35 years of experience as corporate attorney with clients in India and overseas including large multinational corporations. Her experience as corporate attorney includes experience of commercial transactions and projects in India and overseas, Her experience includes Indian and transborder transactions, acquisitions, joint ventures, private equity transactions, investments and participation in both new and existing companies and ventures in diverse sectors and industry. She has been advising clients (both Indian and foreign and in private sector and public sector) in diverse corporate and commercial matters and transactions and projects including foreign collaboration, foreign investment, funding, acquisitions, mergers, amalgamations and takeovers and in all aspects of structuring, negotiating and drafting of diverse business and project related for diverse sectors including infrastructure, fertilizer, mining, refineries, steel, chemicals, engineering goods etc. She also handles court matters including litigation pertaining to corporate matters, contractual disputes, enforcement of foreign awards, domestic and international commercial arbitration and matters before various tribunals etc.

** Ceased to be Executive Director w.e.f. 19 May 2022.*

Mr. Manmohan Kumar Sardana
Non-Executive, Independent

Mr. Manmohan Kumar Sardana was serving as teaching assistant in the Physics Department of the Panjab University from 1965 to 1967, thereafter he joined the Indian Administrative Service (IAS) in 1968 and was allocated to the West Bengal Cadre. After serving in different capacities in the State of West Bengal and in various Ministries of the Government of India, Mr. Sardana retired from the service finally in 2004 as Secretary Ministry of Corporate Affairs, He joined as Member, MRTP Commission soon after his retirement i.e., in 2004 and finally completed his tenure in the MRTP as its acting Chairman in 2009. He remained Ex-officio Member of SEBI, during his tenure as Secretary, Ministry of Corporate Affairs. From 2010 till 31 March 2021, Mr. Sardana has been a Visiting Fellow at the Institute for Studies in Industrial Development (ISID) advising on public policy issues.

Mr. Pradeep Dwivedi
Chief Executive Officer and Executive Director

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.

Vijay Thaker
*Executive Director and VP-Company Secretary & Compliance Officer**

Mr. Vijay Thaker aged 67 years is a Fellow Member of the Institute of Chartered Accountants of India and Associate Member of the Institute of Company Secretaries of India since 1988 and also holds MBA (Finance) degree from Institute of Chartered Financial Analyst of India, Bachelor Degree in Law and Bachelor Degree in Commerce in Accounts. He has an overall experience of 37+ years and had been responsible for Corporate & Secretarial Compliances, Corporate Finance, Budgetary Controls, Business Plan, Treasury Functions, Profit Planning, Project Accounting, Internal, Statutory and tax Audit, Mergers, demergers & acquisition, Management & Operational Audit, & Taxation.

* *Appointed as Executive Director w.e.f. 19 May 2022.*

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Global Economy

Global economies witnessed a steady recovery in the year 2021. Wider vaccination drives, easing of COVID related restrictions, stabilization in economic trade, and fiscal stimulus provided by key global economies amongst others resulted in higher demand and offtake during the year. Global growth is estimated to be at 6.1% in 2021.

With a staggered global recovery, FY 2021-22 witnessed the consumer demand coming back. Although a part of the year was affected by the pandemic, immunisation and collective action saw a gradual uptake in the West, which was mirrored in the rest of the world leading to the economies regaining lost ground. Global GDP grew by 5.8% and the economic growth returned on the back of a sustained consumer demand across the board leading to a significant spike in inflation. The escalation of the Russia-Ukraine crisis has also had a detrimental effect on the prices of crude oil, gas and other commodities leading to further pressure on the fragile economies.

Indian Economy

After experiencing a difficult period due to the COVID-19 pandemic, strong macro indicators suggest a rebound, primarily on account of favourable fiscal and monetary policies. Emphasis on improving healthcare has also aided the crisis response. The Indian economy expanded by 8.7% in FY 2021-22, rebounding from a 6.6% contraction in FY 2020-21, reiterating the country's status as one of the fastest-growing major economies in the world.

Many micro and macro-level domestic economic indicators are recording strong improvement, with a solid demand momentum across various sectors. While the growth in the Indian economy is expected to gradually increase, the geopolitical conflict and rise in inflationary pressures may impact growth prospects. As per IMF forecasts, India is expected to grow at 8.2% in FY 2022-23.

	FY 2020-21	FY 2021-22	FY 2022-23
GDP	-7.3	8.9	**8.2**
Inflation	6.2	5.4	**4.5**
Unemployment Rate	10.1	9.2	**9.1**

(Source: IMF, Ministry of Statistics and Programme Implementation; CMIE)

Policies and Budget effects on Economy

Seven initiatives of rail, road, airports, mass transportation, waterways, ports and logistics (GATISHAKTI) by government will have long lasting effects on economy. India's GDP is expected to grow by 8.2% in FY 2022-23.

Finance Ministry in collaboration with the NITI Aayog released guidelines for the National Monetisation Pipeline (NMP) which may garner INR 6 Trillion over FY 2022 to FY 2025. This will be helpful to find out resources and support the National Infrastructure Pipeline (NIP).

However, the subsequent unlock at the end of 2021 stimulated the business activities. The growth remained subdued in the first quarter of FY22 as the severe and unprecedented second wave of COVID-19 hit India, and this was expected to significantly impact expected growth during the rest of FY22 as well. The recovery may be directly proportional to the opening of the localised lockdowns, the success of vaccine rollout and the role it played in combatting the third wave. However, the economic outlook remains hopeful of coming back on track. At present, post the second wave, the World Bank expects India's GDP to grow.

Media & Entertainment Industry

Merger of Film units like Children's Film Society, India (CFSI), Films Division (FD), National Films Archive of India (NFAI) and Department of Film Festivals (DFF) with National Film Development Corporation (NFDC) was proposed by Ministry of Information and Broadcasting (MIB) for better convergence coordination of activities as suggested by Bimal Julka High-powered Committee Report. MIB has decided to close down all branches of CFSI, FD and NFAI. Cinematograph Amendment Bill 2021 has also covered Age-based categories for film certification in line with OTT platform and penal provisions for film piracy and revisionary powers to Central Govt. for certification. Film certification to be given in perpetuity.

The year 2021 witnessed a recovery in the fast-evolving Indian Media and Entertainment (M&E) industry as the economy bounced and the country went through gradual phases of un-lockdowns. Digital media engagement continued to remain strong, evidence that the pandemic has only accelerated the pre-pandemic trends. This was backed by growth in internet penetration, smartphones and the time spent on consuming online content. Apart from digital, the other fast-growing segments in 2021 were animation and VFX, filmed entertainment (although from a shrunk base) and online gaming.

During 2021, the M&E sector grew by 16% to INR 1.61 trillion (USD 21.5 billion), still 11% below the pre-pandemic levels of 2019. As per estimates, the M&E sector is expected to surpass the 2019 number in 2022 and subsequently grow at a CAGR of 11% to reach INR 2.32 trillion by 2024.

The COVID-19 pandemic has brought about some major changes in trends which will probably change the very DNA of the sector for time to come. The most important change has been an increase in digital consumption. Television continued to remain the largest segment, while digital media reduced the gap and further consolidated its position over print. All segments of M&E witnessed a growth in 2021 on account of un-lockdown. Largest absolute contributors to the growth were digital (INR 68 billion), print (INR 37 billion) and television (INR 35 billion).

Digital Media Segment

Digital media grew by 29% in 2021 on the back of increased internet penetration (834 million), growth in smartphone base to 503 million and increasing time spent by Indians i.e. 4.7 hours a day on their phones. The year 2021 witnessed close to 500 million digital video viewers which is expected to grow to 600 million by 2024.

Digital subscription grew 29% to reach INR 56 billion in 2021. Paid video segment generated revenue of INR 54 billion in 2021 through 80 million paid subscriptions across 40 million households. The key drivers for growth included direct to digital films, over 2,500 hours of original content, live sports, exclusive reality content, etc.

The digital media segment is projected to grow at a CAGR of 21% till 2024 to reach INR 537 billion. Subscription revenues are expected to grow at 24% CAGR till 2024 as paid subscriptions will reach 114 million across 60 million subscribing households by 2024. Demand for original content will increase from 2,500 hours to 4,000 hours by 2024. The share of regional languages in original content will surpass Hindi by 2024.

Company Overview

Eros International Media Limited (Eros International) is a leading global Company in the Indian filmed and digital Entertainment Industry which co-produces, acquires and distributes Indian language films in multiple formats worldwide. The success is built on the relationships we have cultivated over the past 40 years with leading talent, production companies, exhibitors and other key participants in our industry. Leveraging these relationships, we have aggregated rights to over 2,000 films in our library, including recent and classic titles that span different genres, budgets and languages. We have co-produced/acquired a portfolio of over 130+ new films over the last three completed fiscal years. Film distribution across theatrical, overseas and television and other channels along with library monetization provide us with diversified revenue streams. In addition, Eros International produces and acquires content for Eros Now, parent Eros Media World Plc's, OTT entertainment service. Launched in 2012, Eros Now has digital rights to over 12,000 films, out of which approximately 5,000 films are owned in perpetuity, across Hindi and regional languages from Eros' internal library, as well as third-party aggregated content.

Your Company's key asset is a film library of over 2,000 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 and Music Rights as part of our business development and operations.

Your Company is hopeful about sailing through the current situation successfully and coming out on the other end. In order to do this, it is working on innovative ways of earning revenue and strengthening its value proposition, thus re-inventing itself, and further fortifying its position.

The Company has also initiated formulating innovative ways of updating its existing content libraries. Given a rise in demand for content and increasing viewership on OTT platforms, coupled with the limited production of new content, existing library content is likely to become more valuable. Moreover, once normalcy resumes, owing to pent-up demand, the M&E sector may be one of the first sectors of the economy to see a revival, and Eros International is well-prepared with its large existing content library, to take advantage of any digital opportunities that exist, in the meantime.

Financial Overview (Consolidated)

	FY 2021-22	FY 2020-21	YoY Change (in %)
Revenue from Operation (₹ in lakh)	46,569	38,873	19.80%
EBITDA (₹ in lakh)	6,100	(3,382)	280.37%
Loss after Tax (₹ in lakh)	917	18,086	-94.93%
EPS	(0.96)	(18.90)	-94.93%

Key Ratios*

(Amount ₹ in Lakh)

	FY 2021-22	FY 2020-21	Change (%)	Reasons
Debtors Turnover	0.34	0.53	(37)	Due to increase in trade receivables
Inventory Turnover	Nil	Nil	Nil	NA
Interest Coverage Ratio	1.12	(0.01)	115	Due to Loss in previous financial year
Current Ratio	0.89	0.57	54	Due to increase in trade receivables
Debt Equity Ratio	2.47	2.66	(7)	NA
Operating Profit Margin (in %)	23.27	(15.68)	248.40	Due to decrease in expenses in current year
Net Profit Margin (in %)	1.44	(54.37)	102.65	Due to decrease in expenses in current year
Return on Net Worth (in %)	1.73	(80.54)	102.15	Due to decrease in loss in current year

** Computed on Standalone basis.*

Strategic Overview

Our strategy is driven by the scale and variety of our content and the global exploitation of that content through diversified channels. Specifically, we intend to pursue the following strategies:

- Scaling up productions, co-productions and acquisitions to augment our film library and original digital content
- Expand our regional content offerings
- Effectively monetize our strong film library across various platforms
- Create compelling content for our Eros Now, our parent Eros Media World Plc's OTT entertainment service
- Capitalize on the highly attractive market opportunity driven by secular tailwinds

Risk Management

The Risk Management framework includes Risk Management Policy and identification of risks at Company Level, Strategic Level and Operational level. The risk mitigation procedures associated with the business and prioritization of risks include scanning the business environment and having periodic risk review.

The risks associated with the Company's businesses are broadly classified in following categories:

- Environmental Risk: Due to the adverse impact of COVID-19, the Company may suffer losses but it can restrict the losses as COVID-19 has been controlled.

- Economic Risk: Due to adverse geopolitical situations or downturn which may negatively impact the Company's organizational objectives.
- Regulatory Risk: Due to government regulations or any other statutory violations and amendments, which may lead to litigations and loss of reputation.
- Operational Risk: Ability to attract and retain clients and manage a dynamic content distribution eco-system in view of rapid changes in audience preferences.

Internal Control Systems and their Adequacy

The Company has adequate internal controls required in the nature of its business and operations. The company can safeguard its assets and financial transactions with adequate checks and balances, while adhering to accounting policies. Systems are reviewed and improved regularly. With the Company's budgetary control system, it monitors revenue and expenditure with actual vs. approved budget. The Company has engaged an independent firm of Chartered Accountants as its Internal Auditor which monitors and assesses the adequacy and effectiveness of the Internal Controls and Systems. Deviations from standard operating procedures are periodically reviewed and compliances are ensured.

The summary of the internal audit observations and status of implementation are submitted to the Audit Committee every quarter for its review and concerns, if any, are reported to the Board. The statutory auditors review the efficacy and adequacy of the internal audit function as a part of their audit procedures and has full access to all the reports and findings of the internal audit.

Human Resource

The Company believes that it has an excellent talent pool. This talent pool is the key to our sustained performance and improvement initiatives. The Company has a diverse employee base with technical knowledge and functional expertise. This helps to deliver the stipulated target. Performance is valued as an essential tool to accomplish vision, mission and objectives. The Company's 'Human Capital' headcount stands at 133 as on 31 March, 2022.

Outlook

The Media and Entertainment industry will continue to adjust business models to cater to a paradigm change in consumer preferences through deep customer understanding and strong engagement. The sector will witness integration of all four formats viz video, experiential, textual and audio to offer differentiated products in an omnichannel driven business model. The industry is also likely to witness consolidation and mergers, especially with the mid and low companies, to maintain a going concern and achieve scale. Operating priorities will be guided by leveraging the end customer data to reveal powerful insights, bringing efficiency in customer acquisition costs through precision monitoring and reducing the turnaround time for new product development. The M&E industry will have to leverage the opportunities in regional markets, growth in digital infrastructure and monetization strategies by investing in content, marketing and technology.

The pandemic has made the Company re-strategize operational and legal aspects of the business, such as project timelines, production costs and schedules. The Company has a large content library, of its own as well as on its group OTT platform Eros Now, and with the rise in new content consumption patterns, its existing content is becoming more valuable.

We expect the resumption of normalcy to be marked by the recovery of the sector and provide all the players in the M&E space, across mediums and segments, a much-needed boost and the Company is well prepared with its existing huge content library to exploit any and all digital opportunities that come its way in the meantime.

Cautionary Statements

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments in India or globally, demand and supply conditions in the industry, changes in Government regulations, tax laws, litigations, employee relations and others.

DIRECTORS' REPORT

To
The Members
Eros International Media Limited

Your Board of Directors are pleased to present 28th Annual Report of Eros International Media Limited (hereinafter referred to as "**the Company**") covering the business, operations and Audited Financial Statements of the Company for the financial year ended 31 March 2022.

1. FINANCIAL RESULTS

The Financial Performance of your Company for the year ended 31 March 2022 is summarized below:

(₹ in Lakh)

Particulars	Standalone Year Ended		Consolidated Year Ended	
	2021-22	**2020-21**	**2021-22**	**2020-21**
Sales and other Income	25,761	31,264	46,569	38,873
Profit / (Loss) before exceptional items & tax	**360**	**(15,847)**	**(115)**	**(15,000)**
Exceptional (loss)/ gain	Nil	Nil	Nil	(2,301)
Profit / (Loss) Before Tax	**360**	**(15,847)**	**(115)**	**(17,301)**
Less: Tax Expenses / (Credit)	Nil	1,136	802	785
Net Profit / (Loss) from the year from continuing operation	**360**	**(16,983)**	**(917)**	**(18,086)**
Profit / (Loss) for the year attributable to:				
Equity shareholders of the Company	-	-	(758)	(18,026)
Non-controlling interests	-	-	(159)	(60)
Other comprehensive income (net of taxes)	**10**	**(14)**	**3,372**	**(2,825)**
Total comprehensive income/ (loss) for the year	**370**	**(16,997)**	**2,455**	**(20,911)**
Attributable to:				
Equity shareholders of the Company	-	-	2,614	(20,851)
Non-controlling interests	-	-	(159)	(60)
EPS (Diluted) in ₹	**0.38**	**(17.74)**	**(0.96)**	**(18.90)**

2. FINANCIAL PERFORMANCE

On a consolidated basis, the Company has recorded revenues of ₹ 46,569 Lakh which was increased by 19.80% as compared to previous year of ₹ 38,873 Lakh. The loss before tax amounted to ₹ 115 Lakh as against previous year loss of ₹ 17,301 Lakh. The loss after tax attributable to equity shareholders was ₹ 917 Lakh as compared to previous year loss of ₹ 18,086 Lakh. Diluted EPS decreased to ₹ (0.96) as compared to previous year ₹ (18.90). The reported loss in current financial year was predominantly on account of COVID-19 outbreak and resulting measures taken by Government of India to contain the virus and the said lockdown has significantly affected our business during financial year 2021-22.

On standalone basis, the Company has recorded lower revenues of ₹ 25,761 Lakh which was lower by 17.60% as compared to previous year of ₹ 31,264 Lakh. However, for current financial year, the Company has earned profit before tax amounting to ₹ 360 Lakh as against loss in the previous year of ₹ 15,847 Lakh. The profit after tax stood at ₹ 360 Lakh as compared to previous year loss of ₹ 16,983 Lakh. Diluted EPS decreased to ₹ 0.38 as compared to previous year ₹ (17.74).

3. OPERATIONAL PERFORMANCE

We continue as a global company in the Indian film entertainment industry that co-produces, acquires and distributes Indian language films in multiple formats worldwide. We have a multi-platform business model and derive revenues from multiple distribution channels.

Our content strategy leverages on multi-verse unique IP development, high concept, new talent films, franchises and multilanguage co-productions. The Indian audience's propensity to consume content in local language has been increasing, and in recent times regional films are breaking language barriers as they cross over with dubbed versions to other markets especially the Hindi market. The regional industry also has strong releases in the next year and the market is only expected to expand further.

Our Company's key asset is a film library of over 2,000 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 and Music Rights as part of our business development and operations.

In April 2022 Significant Corporate developments have taken place in our ultimate Holding Company Eros STX Global Corporation. The ultimate Holding Company has successfully completed sale of STX Entertainment subsidiary and related transactions. Post the said sale, name of the Holding Company has been changed to Eros Media World PLC.

Key highlights of above transaction are as follows:

- Completion of previously announced sale of STX subsidiary, which has resulted in significant reduction of debt at ultimate Holding Company level.
- Several strategic changes in Board of Directors and management team.
- Strong near-term revenue growth and significant reduction in net debt.
- Market Opportunities with large Content library and two main verticals: Studio, Digital and Music.

Impact of COVID-19 on the business of the company:

As you are aware, due to the outbreak of novel coronavirus (COVID-19) in China and then eventually spreading rapidly to various countries across the Globe, including India, the said Coronavirus was declared as pandemic by WHO and hence the entire global market scenario has been changed with respect to investments in various businesses. After completion of two years, now situation is getting normalized.

Our industry has been one of the most affected industry globally due to outbreak of coronavirus. However, situation seems to be improving post central governments and most of the state governments allowing 100% occupancy for multiplexes and single screen theaters. With 100% occupancy being allowed, we expect theatrical releases to be brought back to pre-COVID levels by end of 2022. Most of the production houses have planned releases of their movies over next year or so expecting normalcy in the business to continue.

Your Company has been diligently observing COVID-19 scenario before embarking on to operations at pre-COVID levels. Management has been working on conserving cash to take advantage of appropriate opportunities for production/ acquisition/distribution of movies.

As a part of on going efforts of conserving cash and improving liquidity, the Company, in the month of June 2021, has successfully implemented One Time Restructuring (OTR) with consortium bankers as per the circular on 'Resolution Framework for COVID-19 Stress' issued by Reserve Bank of India dated August 6, 2020. The company has been complying all terms of OTR.

As one of the outcomes of the COVID-19 pandemic, social lives of people across regions and economic sections have changed. The lockdowns and restriction on movement of people has not only led to an increased demand for content but has also changed content consumption patterns. While traditional and outdoor mediums of distribution of content, such as cinema theatres, continue to be unavailable; the home consumption mediums, such as television channels and OTT platforms (digital platforms) have gained even more popularity and viewership. Going forward, we along with our industry have started re-thinking various operational and legal aspects of the business, such as project timelines, production costs and schedules, legal commitments etc., in order to adjust to the 'new normal' being presented to the world.

Our group's OTT platform Eros Now, where a large chunk of the content library comprises of our own content(s) and acquired content(s), we have also started thinking of innovative ways of updating our existing content libraries. Given a rise in demand for content and increasing viewership, and the halts in production of new content, existing content is likely to become more valuable.

Given the above, while the media and entertainment sector is currently grappling with various challenging issues, however, as people strive to return to normalcy, eventually our sector has been amongst the first few to recover and continues to provide to everyone across all mediums and segments, the much-needed entertainment and, we are ready for the same with our huge existing content library to grab the digital opportunities.

4. DIVIDEND

With a view to conserve resources and to strengthen the financial positions of the Company, your Directors do not recommend any dividend to its members for the financial year 2021-22.

The Dividend Distribution policy adopted by the Company in terms of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"). This Policy is uploaded on the website of the Company at www.erosmediaworld.com.

5. RESERVES

The Company has not transferred any amount to the general reserve during the current financial year.

6. EMPLOYEES' STOCK OPTION SCHEME & CHANGES IN SHARE CAPITAL

During the year under review, the Nomination and Remuneration Committee of the Board had issued and allotted 20,054 Equity Shares of the Company to its employees against exercise of equal number of stock options pursuant to Eros Employee Stock Option Scheme 2017 ("EROS ESOS 2017"). This resulted in increase in the Company's Paid up Share Capital to ₹ 9,58,84,872 as on 31 March 2022 as against ₹9,58,64,818 in the previous year.

The disclosures as required under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16 June 2015, is attached to this report as **Annexure A** hereto and is also available on website of the Company at www.erosmediaworld.com. A certificate from the statutory auditors certifying that both the schemes viz. EROS ESOS 2009 and EROS ESOS 2017 has been implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution(s) passed by the members would be available for inspection by the members.

7. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

As on 31 March 2022, the Company has 9 subsidiaries. There has been no material change in the nature of the business of the Company and its subsidiaries. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries and joint venture, its performance and financial position is provided in the prescribed Form AOC-1 attached to this Report as **Annexure B**.

None of the subsidiary companies except Copsale Limited (a British Virgin Island Company) is material subsidiary in terms of Regulation 16(c) of the SEBI Listing Regulations (as amended) and in accordance with Company's policy on "Determination of material subsidiaries", which is uploaded on the website of the Company at www.erosmediaworld.com.

In accordance with Section 136 of the Act, the financial statements of the subsidiary companies are available for inspection by the members at the Corporate Office of the Company during business hours on all days except Saturdays, Sundays and public holidays between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting (AGM) of the Company. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Corporate Office of the Company.

The financial statements including the consolidated financial statements, financial statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of the Company at www.erosmediaworld.com.

8. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

As reported in the previous year, Mr. Manmohan Kumar Sardana (DIN: 09294639) was appointed as an Non-Executive Independent Director for a term of Five (5) consecutive years from the conclusion of 27th AGM till the conclusion of 32nd AGM of the Company to be held in the calendar year 2026 and Mr. Pradeep Dwivedi (DIN: 07780146) was appointed as an Executive Director on the Board w.e.f 14 August 2021, liable to retire by rotation. Their appointment was approved by the Members at the 27th AGM held on 28 September 2021.

In accordance with the provisions of Section 152(6) of the Act and in terms of the Articles of Association of the Company, Mr. Pradeep Dwivedi, Executive Director & CEO (DIN: 07780146) retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment.

As on the date of this report, apart from aforementioned appointment/ re-appointment of Directors, Mr. Kishore Arjan Lulla ceased to be the Executive Director of the Company w.e.f 19 May 2022. The Board placed on record their appreciation for the valuable contribution rendered by Mr. Kishore Arjan Lulla during his tenure as a Director of the Company.

The Board of Directors on recommendation of the Nomination and Remuneration Committee appointed Mr. Vijay Jayantilal Thaker (DIN: 01867309) as Executive Director of the Company w.e.f. 19 May 2022 and the Members of the Company approved the said appointment vide Ordinary Resolution passed through Postal Ballot on 19 June 2022.

As per the provisions of the Act, Independent Directors have been appointed for a period of five(5) years and shall not be liable to retire by rotation. All other Directors, except Managing Director, are liable to retire by rotation at the AGM of the Company.

The brief details of the Directors proposed to be appointed/ re-appointed as required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI Listing Regulations is provided in the Notice convening AGM of the Company.

All the Directors of the Company have confirmed that they are not disqualified to act as Director in terms of Section 164 of the Act.

Mr. Vijay Thaker was appointed as a Chief Financial Officer of the Company under Section 203 of the Act w.e.f. 11 February 2022 and had resigned from the post of Chief Financial Officer of the Company w.e.f. 19 May 2022.

Further, Mr. Rajesh Chalke was appointed as a Chief Financial Officer of the Company under Section 203 of the Act w.e.f. 19 May 2022.

As on the date of this Report, Mr. Sunil Arjan Lulla, Managing Director, Mr. Pradeep Dwivedi, Executive Director & CEO, Mr. Vijay Thaker, Executive Director and VP-Company Secretary & Compliance Officer and Mr. Rajesh Chalke, Chief Financial Officer are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act.

Declaration of Independence by Independent Directors & adherence to the Company's Code of Conduct for Independent Directors

All Independent Directors of the Company have given requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act alongwith Rules framed thereunder, Regulation 16(1)(b) of SEBI Listing Regulations and have complied with the Code of Conduct of the Company as applicable to the Board of Directors and Senior Managers. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Company has received confirmation from all the Independent Directors of their registration on the Independent Directors Database maintained by the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Board Meetings conducted during the Year

The Board met five (5) times during the financial year under review, the details of which are given in the Corporate Governance Report that forms part of this Report.

Constitution of various Committees

The Board of Directors of the Company has constituted following Committees:

a. Audit Committee
b. Nomination and Remuneration Committee
c. Stakeholders Relationship Committee
d. Corporate Social Responsibility Committee
e. Management Committee

Details of each of the Committees stating their respective composition, terms of reference and others are uploaded on our website at www.erosmediaworld.com and are stated in brief in the Corporate Governance Report attached to and forming part of this Report.

Annual Evaluation of Board, its Committees and Individual Directors

The Company has devised a Policy for performance evaluation of the Board, its Committees and other individual Directors (including Independent Directors) which includes criteria for Performance Evaluation of the Non-Executive Directors and Executive Directors. The evaluation process *inter alia* considers attendance of Directors at Board and Committee Meetings, acquaintance with business, communicating *inter se* Board Members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers, etc., which is in compliance with applicable laws, regulations and guidelines.

The Board carried out annual evaluation of the performance of the Board, its Committees and Individual Directors and Chairman. The Chairman of the respective Board Committees shared the report on evaluation with the respective Committee Members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees. The reports on performance evaluation of the individual Directors were reviewed by the Chairman of the Board.

Familiarization Programme for Independent Directors

Familiarization Programme for Independent Directors is mentioned at length in Corporate Governance Report attached to this Report and the details of the same have also been disclosed on the website of the Company at www.erosmediaworld.com.

Policy on appointment and remuneration and other details of directors

The remuneration paid to the Directors is in line with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Company's policy on director's appointment and remuneration and other matters as provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of this Report.

A detailed statement of disclosure required to be made in accordance with the Nomination and Remuneration Policy of the Company, disclosures as per the Act and applicable Rules thereto is attached to this Report as **Annexure C** hereto and forms part of this Report.

9. AUDITORS & AUDITORS' REPORT

Statutory Auditors

Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration No. 101720W/W100355) have been appointed as Statutory Auditors of your Company for a period of 5 years i.e. from the conclusion of 23rd AGM until the conclusion of 28th AGM to be held in the calendar year 2022 at the AGM held on 28 September 2017. The present term of Chaturvedi & Shah LLP, Chartered Accountants, would expire at the conclusion of the ensuing AGM.

The Board of Directors of your Company has proposed the appointment of M/s. Haribhakti & Co. LLP (Firm Registration No. 103523W/W100048), Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this 28th AGM till the conclusion of 33rd AGM to be held in the calendar year 2027.

The Company has received a letter from the Auditors confirming that they are eligible for appointment as Statutory Auditors of the Company under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

Auditors' Report

The report given by Chaturvedi & Shah LLP, Chartered Accountants, Statutory Auditors on financial statements of the Company for FY22 is part of the Annual Report. The Statutory Auditors have qualified the Standalone and Consolidated Financials of the Company in their Statutory Audit Report. The explanations or comments by the Board on the Statutory Audit qualifications pursuant to Section 134(3)(f) of the Act and SEBI Listing Regulations are as follows:

On Standalone Financials:

Qualification:

With reference to Note 55 of the Standalone Financial Statements, the Company has trade receivables of ₹ 40,645 Lakh from Eros Worldwide FZ LLC ("EWW") ("Company having significant influence") and ₹ 8,652 Lakh from Eros International Limited UK (fellow subsidiary of EWW) and ₹ 2,884 Lakh from Eros International Inc. USA (fellow subsidiary of EWW). Dues of EWW of ₹ 32,577 Lakh are overdue. As per the management accounts for year ended March 31, 2022 provided to us, net worth of these companies has been eroded and has incurred losses in that year. Further, EWW has made significant write down in the carrying amount of film content. Considering the financial position of these companies, we are unable to obtain sufficient appropriate audit evidence to comment on the extent of the recoverability of the carrying value of the above receivables and the consequential effects on the loss for the year.

Further, EWW has made significant write down in the carrying amount of film content.

Explanation:

The parent company of aforesaid entities i.e. Eros Media World PLC is committed to continue to support these entities. Further, based on the future business plan of EWW, management is confident of recovery of above dues. Hence, it does not require any provision.

On Consolidated Financials:

Qualification:

With reference to Note 56 of the Consolidated Financial Statements, the Group has trade receivables of ₹ 40,645 Lakh and loan receivables of ₹ 88,133 Lakh from Eros Worldwide FZ LLC ("EWW") ("Company having significant influence"), and trade receivables of ₹ 8,652 Lakh from Eros International Limited UK (fellow subsidiary of EWW) and ₹ 2,884 Lakh from Eros International Inc. USA (fellow subsidiary of EWW). Dues of EWW of ₹ 32,577 Lakh are overdue. As per the management accounts for year ended March 31, 2022 provided to us, net worth of these companies has been eroded and has incurred losses in that year. Further, EWW has made significant write down in the carrying amount of film content. Considering the financial position of these companies, we are unable to obtain sufficient appropriate audit evidence to comment on the extent of the recoverability of the carrying value of the above receivables and the consequential effects on the consolidated financial statement.

Explanation:

The parent company of aforesaid entities i.e. Eros Media World PLC is committed to continue to support these entities. Further, based on the future business plan of EWW, management is confident of recovery of above dues. Hence, it does not require any provision.

Pursuant to provisions of Section 143(12) of the Act, the Statutory Auditors have not reported any incidence of fraud to the Audit Committee during the year under review.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed S.G & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report for the financial year ended 31 March 2022 in the prescribed Form MR - 3 is attached to this Report as **Annexure D**, which is self-explanatory.

10. PARTICULARS OF EMPLOYEES

The requisite disclosures in terms of the provisions of Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with statement showing names and other particulars of employees drawing remuneration in excess of the limits prescribed under the said Rules is attached to this Report as **Annexure E**.

11. LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans given, investments made or guarantees given or security provided by the Company as required under Section 186(4) of the Act and the SEBI Listing Regulations are contained in Notes to the Standalone Financial Statements of the Company forming part of this Annual Report.

12. RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and SEBI Listing Regulations, your Company has formulated policy on Related Party Transactions duly approved by the Board, which is also available on the Company's website at www.erosmediaworld.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were on an arm's length basis, in the ordinary course of business and in compliance with the applicable provisions of the Act and SEBI Listing Regulations. Prior omnibus approval had been obtained for the transaction which are foreseeable and repetitive in nature and such transactions are reported on a quarterly basis for review by the Audit Committee as well as the Board.

Pursuant to Section 134 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts/ arrangements/transactions entered into with related parties during the financial year 2021-22 in terms of Section 188(1) of the Act and applicable Rules made thereunder, in the prescribed Form AOC-2 is attached to this Report as **Annexure F**.

All other contracts/arrangements/transactions with related parties, are in the usual course of business and at arm's length basis and stated in Notes to Accounts to the Financial Statements of the Company forming part of this Annual Report.

13. WHISTLE BLOWER / VIGIL MECHANISM

Your Company promotes ethical behavior in all its business activities and your Company has adopted a Policy on Vigil Mechanism and Whistle Blower in terms of Section 177(9) and Section 177(10) of the Act and Regulation 22 of the SEBI Listing Regulations for receiving and redressing complaints from employees, directors and other stakeholders to report concerns about unethical behaviour, actual or suspected fraud.

The Policy is appropriately communicated within the Company across all levels and has been displayed on the Company's intranet for its employees and website at www.erosmediaworld.com for stakeholders.

Protected disclosures are made by a whistle blower in writing to the Ombudsman on Email ID at whistleblower@erosintl.com and under the said mechanism, no person has been denied direct access to the Chairperson of the Audit Committee. The Audit Committee and Stakeholders Relationship Committee periodically reviews the functioning of this Mechanism.

14. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has in place a formal policy for prevention of sexual harassment of its employees at workplace and the Company has complied with provisions relating to the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company conduct, from time to time, the awareness sessions on prevention of sexual harassment at workplace for its employees.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Furthermore, there was no pending compliant/ case at the beginning as well as ending of financial year.

15. EXTRACT OF THE ANNUAL RETURN

In view of the amendments to Section 92 and Section 134 of the Act, an extract of Annual Return in the prescribed Form MGT-9 is not required to be published, if the Annual Return of the Company is placed on its website. The Company has placed the Annual Return of the Company on its website at www.erosmediaworld.com and accordingly, the extract is not being published in Annual Report.

16. INSURANCE

All the insurable interests of your Company including properties, equipment, stocks etc. are adequately insured.

17. DEPOSITS

Your Company has not accepted any deposit from public under Chapter V of the Act.

18. DIRECTORS' RESPONSIBILITY STATEMENT

According to Section 134(3)(c) of the Act, the Board of Directors, to the best of its knowledge and belief, confirms that:

a. the applicable Accounting Standards had been followed in the preparation of the annual accounts along with proper explanation relating to material departures;

b. such accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual accounts have been prepared on a going concern basis;

e. the proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and

f. the system to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE

Your Company is into the business of production, acquisitions, marketing and distributions of cinematograph films. Since this business does not involve any manufacturing activity, the information required to be provided under Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014, are not applicable to the Company. However, the Company has been continuously and extensively using technology in its business operations.

The particulars of foreign currency earnings and outgo are as under:

(₹ in Lakh)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Expenditure in foreign currency	49	100
Earnings in foreign currency	17,661	15,160

20. INTERNAL FINANCIAL CONTROLS

Your Company maintains adequate and effective internal control systems which commensurate with the nature, size and complexity of its business and ensure orderly and efficient conduct of the business. The internal control systems of the Company are routinely tested and verified by Internal Auditors and significant audit observations and follow-up actions are reported to the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control requirement and monitors the implementation of audit recommendations.

21. CORPORATE GOVERNANCE

Your Company has been practicing the principles of good Corporate Governance over the years and it is a continuous and ongoing process. A detailed Report on Corporate Governance practices followed by your Company, in terms of the SEBI Listing Regulations together with a Certificate from the Secretarial Auditor confirming compliance with the conditions of Corporate Governance are provided separately in this Annual Report.

22. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 and Schedule V of the SEBI Listing Regulations, Management Discussion and Analysis Report is presented in separate sections forming part of this Annual Report.

23. CORPORATE SOCIAL RESPONSIBILTY

The disclosures on Corporate Social Responsibility activities, as required under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, are reported in **Annexure G** forming part of this Report and is also available on the website of the Company at www.erosmediaworld.com.

24. RISK MANAGEMENT

The Audit Committee of the Board has been vested with powers and functions relating to Risk Management, which *inter alia* includes (a) review of risk management policies and business processes to ensure that the business processes adopted and transactions entered into by the Company are designed to identify and mitigate potential risk; (b) laying down procedures relating to Risk assessment and minimization.

The objective of the risk management framework is to enable and support achievement of business objectives through risk intelligent assessment while also placing significant focus on constantly identifying and mitigating risks within the business. Further, details on the Company's risk management framework is provided in the Management Discussion and Analysis report.

25. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and till the date of this Report.

26. DETAILS OF SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS

There have been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

27. OTHER DISCLOSURES

- During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);
- Your Company has complied with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India on Meeting of Board of Directors [SS-1] and General Meetings [SS-2];
- The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

28. ACKNOWLEDGEMENTS

The Board of Directors take this opportunity to express their sincere appreciation for support and co-operation from the Banks, Financial Institutions, Members, Vendors, Customers and all other business associates.

Your Directors sincerely appreciate the high degree of professionalism, commitment and dedication displayed by the employees at all levels. Your Directors also wish to place on record their gratitude to all the stakeholders for their continued support and confidence.

For and on behalf of the Board of Directors

Sunil Arjan Lulla
Executive Vice Chairman &
Managing Director
DIN: 00243191

Pradeep Dwivedi
Executive Director & CEO
DIN: 07780146

Place: Mumbai
Date: 12 August 2022.

Annexure A

DISCLOSURE PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 FOR THE FINANCIAL YEAR 2021-22

		Eros Employee Stock Option Scheme 2009								Eros Employee Stock Option Scheme 2017		
		(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	Total
	Date of Shareholders Approval	**4 December 2009**								**27 September 2017**		
	Total number of options approved under the Scheme	**5% of the issued paid up share capital as on grant Date**								**5% of the issued paid up share capital as on grant Date**		
	Grant dates	**17-Dec-09**	**12-Aug-10**	**01-Jul-12**	**14-Oct-13**	**12-Nov-14**	**12-Feb-15**	**09-Feb-16**	**10-Feb-17**	**14-Nov-17**	**08-Feb-18**	
(a)	**Eros Employee Stock Option Scheme 2009** Options Granted during the year 2009-2010 (refer Column A), Options Granted during the year 2010-2011 (refer Column B), Options Granted during the year 2012-2013 (refer Column C), Options Granted during the year 2013-2014 (refer column D), Options Granted during the year 2014-2015 (refer column E), Options Granted during the year 2014-2015 (refer column F), Options Granted during the year 2015-2016 (refer column G), Options Granted during the year 2016-2017 (refer column H), **Eros Employee Stock Option Scheme 2017** Options Granted during the year 2017-2018 (refer column I & J)	17,29,512	83,628	5,71,160	3,00,000	5,52,961	1,39,000	9,66,009	2,82,227	8,22,190	41,824	54,88,511
(b)	Pricing Formula											
	Discount to Fair Value	At a Discount ranging from Nil to 50% to Fair value (₹ 175/-)	At a Discount ranging from 20% to 50% to Fair value (₹ 175/-)	At a Discount of 57.15% to Fair Value (₹ 175/-)	At Nil Discount to Fair Value	At a Discount of approx 94 % to Fair Value (₹ 284/-)	At a Discount of approx 98% to Fair Value (₹ 376/-)	At a Discount of approx 95% to Fair Value (₹ 190/-)	At a Discount of approx 95% to Fair Value (₹ 188/-)	At a Discount of approx 95% to Fair Value (₹ 200.60/-)	At a Discount of approx 95% to Fair Value (₹ 190.45)	
(c)	Options vested	10,46,552	79,128	5,71,160	1,80,000	5,09,384	93,000	9,45,693	2,47,115	6,84,783	41,824	43,98,639
(d)	Options exercised	10,19,791	76,128	3,60,000	60,000	4,86,702	93,000	8,02,303	1,67,400	4,70,367	41,824	35,77,515
(e)	Total number of shares arising as a result of exercise of options	10,19,791	76,128	3,60,000	60,000	4,86,702	93,000	8,02,303	1,67,400	4,70,367	41,824	35,77,515
(f)	Options lapsed (as at 31 March 2022)	7,09,721	7,500	2,11,160	1,20,000	66,259	46,000	1,54,557	1,09,857	3,10,803	-	17,35,857

		Eros Employee Stock Option Scheme 2009								Eros Employee Stock Option Scheme 2017		
		(A)	**(B)**	**(C)**	**(D)**	**(E)**	**(F)**	**(G)**	**(H)**	**(I)**	**(J)**	**Total**
	Date of Shareholders Approval	**4 December 2009**								**27 September 2017**		
	Total number of options approved under the Scheme	**5% of the issued paid up share capital as on grant Date**								**5% of the issued paid up share capital as on grant Date**		
	Grant dates	**17-Dec-09**	**12-Aug-10**	**01-Jul-12**	**14-Oct-13**	**12-Nov-14**	**12-Feb-15**	**09-Feb-16**	**10-Feb-17**	**14-Nov-17**	**08-Feb-18**	
(g)	Variation of terms options	Fair Market value of ESOP 2009 scheme is revised from ₹ 200 to ₹ 175 vide Postal Ballot dt 21 December 2010	Fair Market value of ESOP 2009 scheme is revised from ₹ 200 to ₹ 175 vide Postal Ballot dt 21 December 2010	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
(h)	Money realized by exercise of options (upto 31 March 2022)	13,95,42,885	66,09,600	2,70,00,000	90,00,000	48,67,020	9,30,000	80,13,090	16,74,000	47,03,667	4,18,240	20,27,58,502
(I)	Total number of options in force (as at 31 March 2022)	-	-	-	1,20,000	-	-	9,149	4,970	41,633	-	1,75,752
(j) 1	Employee wise details of options granted to Senior Management	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below
2	Employees to whom more than 5% options granted during the year	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below	Detailed below
3	Employees to whom options more than 1% of issued capital granted during the year	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(k)	Diluted EPS,pursuant to issue of shares on exercise of options	The diluted EPS will be ₹ (121.48) 10 per share, lower by i.e ₹ NIL. There is no dilution.										
(l) 1	Method of calculation of employee compensation cost	Calculation is based on intrinsic value method										
2	Instrinsic Value per share (in ₹)	28.09	88.18	100.00	-	282.35	376.20	189.95	188.00	200.60	190.45	
3	Difference between the above and employee compensation cost that shall have been recognized if it had used the fair value of the options	Cost has been recongnized using fair value.										
4	Impact of this difference on Profits and on EPS of the Company	Not Applicable.										
(m) 1	Weighted average exercise price (in ₹)	118.42	91.14	75.00	150.00	10.00	10.00	10.00	10.00	10.00	10.00	
2	Weighted average fair value of options based on Black Scholes methodology (in ₹)	114.64	95.25	122.19	55.49	284.07	379.69	189.19	179.37	193.28	183.28	

		Eros Employee Stock Option Scheme 2009								Eros Employee Stock Option Scheme 2017		
		(A)	**(B)**	**(C)**	**(D)**	**(E)**	**(F)**	**(G)**	**(H)**	**(I)**	**(J)**	**Total**
	Date of Shareholders Approval	**4 December 2009**								**27 September 2017**		
	Total number of options approved under the Scheme	**5% of the issued paid up share capital as on grant Date**								**5% of the issued paid up share capital as on grant Date**		
	Grant dates	**17-Dec-09**	**12-Aug-10**	**01-Jul-12**	**14-Oct-13**	**12-Nov-14**	**12-Feb-15**	**09-Feb-16**	**10-Feb-17**	**14-Nov-17**	**08-Feb-18**	
(n)	Sigificant assumptions used to estimate fair value of options including weighted average											
1	Risk free interest rate	6.30%	6.50%	8.36%	8.57%	8.50%	7.74%	7.59%	6.51%	6.90%	7.38%	
2	Expected life	5.25 years	5.25 years	5.5 years	4.5 years	3.5- 6.5 years	3.0- 4.5 years	3.5- 5.5 years	3.5 years	4.5 years	4.5 years	
3	Expected volatility (based in competitor companies volatality)	75%	60%	44%	35%	37.84%	40.11%	46.46%	48.66%	56.53%	53.15%	
4	Expected dividends	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
5	Closing market price of share on a date prior to date of grant (Fair market value in absence of listing) (in ₹)	175	175	168.65	144.75	291.45	386.3	199.95	199.85	200.75	190.5	

Options granted to Senior Management Personnel (including more than 5%) during the year	Options Granted	Option Excercised	Options Lapsed	Options in force
Kumar Ahuja	Nil	13,230	Nil	0
Nandu Ahuja	Nil	0	Nil	1,32,053

Annexure B

Form AOC-I

(Pursuant to first proviso to sub-section (3) of Section 129 of Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(₹ in Lakh)

Sr. No	Name of the Subsidiary	Date since Subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.		Share Capital	Reserves & Surplus	Other Liabilities	Total Liabilities	Total Assets	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Shareholding
				Currency	Rate of exchange to INR												
1	Eros International Films Private Limited	31 March 1997	31 March 2022	INR	1.00	2,000.00	(1,108.12)	11,223.99	12,115.87	12,115.87	0.07	1,955.69	(1,024.87)	2.75	(1,027.62)	Nil	100.00%
2	Copsale Limited	11 February 1999	31 March 2022	USD	75.90	44.95	95,004.43	540.91	95,590.28	95,590.28	-	5,316.26	3,195.08	-	3,195.08	Nil	100.00%
3	Bigscreen Entertainment Private Limited	17 January 2007	31 March 2022	INR	1.00	1.00	37.17	121.14	159.31	159.31	-	-	(1.04)	-	(1.04)	Nil	64.00%
4	Eyeqube Studios Private Limited	31 October 2007	31 March 2022	INR	1.00	1.00	65.34	1.32	67.66	67.66	-	10.23	9.19	-	9.19	Nil	100.00%
5	EM Publishing Private Limited	25 March 2009	31 March 2022	INR	1.00	1.00	(12.68)	12.04	0.37	0.37	-	5.51	4.87	1.43	3.44	Nil	100.00%
6	Eros Animation Private Limited	02 January 2009	31 March 2022	INR	1.00	1.00	(4.21)	3.41	0.19	0.19	-	-	(0.62)	-	(0.62)	Nil	100.00%
7	Digicine Pte Ltd	30 March 2012	31 March 2022	USD	75.90	0.04	(1,948.53)	3,020.40	1,072.00	1,072.00	-	-	(1,066.13)	-	(1,066.13)	Nil	100.00%
8	Colour Yellow Productions Private Limited	23 May 2014	31 March 2022	INR	1.00	1.00	2,266.91	17,274.23	19,541.14	19,541.14	-	15,934.82	321.30	8.77	312.52	Nil	50.00%
9	ErosNow Private Limited	01 August 2015	31 March 2022	INR	1.00	1.00	(3,892.03)	10,773.00	6,882.44	6,882.44	-	639.18	(2,419.80)	881.35	(3,301.15)	Nil	100.00%

Note:
Eros International Distribution LLP, subisidiary of the Company, incorporated on 11 December 2015 has not yet commenced the operations

Part "B": Associates and Joint Ventures

Not Applicable

For and on behalf of Board of Directors

Sunil Lulla
Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Annexure C

Information required under Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration of each Directors/KMP to the median remuneration of the employees of the Company for the financial year 2021-22 is as follows:

Name of Director/KMP	Total remuneration (Amt in ₹)	Ratio of remuneration of director to the Median remuneration
Mr. Sunil Arjan Lulla	5,14,85,724	93.64
Mr. Dhirendra Swarup	9,70,000	1.84
Ms. Bindu Saxena	6,80,000	1.29
Mr. Sunil Srivastav	4,80,000	0.91
Mr. Manmohan Kumar Sardana	4,50,000	0.85
Mr. Pradeep Dwivedi	2,82,00,000	51.29
Mr. Farokh Gandhi	29,37,530	5.34
Mr. Vijay Thaker	36,00,000	6.55

1. The above information is on standalone basis
2. The aforesaid details are calculated on the basis of remuneration for the financial year 2021-22
3. The remuneration to Directors includes sitting fees paid to them for the financial year 2021-22.

B. Percentage increase / (decrease) in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2021-2022 are as follows:

Name of Director	Designation	Remuneration (in ₹)		Increase/ (Decrease) in %
		2021-22	2020-21	
Mr. Sunil Arjan Lulla	Executive Vice Chairman & Managing Director	5,14,85,724	5,20,85,724	(1.15)
Mr. Dhirendra Swarup	Non Executive Independent Director	9,70,000	7,20,000	34.72
Ms. Bindu Saxena	Non Executive Independent Director	6,80,000	4,00,000	70.00
Mr. Sunil Srivastav	Non Executive Independent Director	4,80,000	6,00,000	(20.00)
Mr. Manmohan Kumar Sardana	Non Executive Independent Director	4,50,000	-	Refer Note No. 4
Mr. Pradeep Dwivedi	Executive Director & Chief Executive Officer	2,82,00,000	2,15,00,000	31.16
Mr. Farokh P Gandhi	Chief Financial Officer	29,37,530	79,18,560	Refer Note No. 3
Mr. Vijay Thaker	Vice President - Company Secretary & Compliance Officer and Chief Financial Officer	36,00,000	36,00,000	-

Note:

1. No Commission was paid to Non-Executive Independent Directors for the financial year 2021-22 due to loss.
2. Mr. Sunil Srivastav ceased to a Director of the Company w.e.f. 14 August 2021.
3. Mr. Farokh P. Gandhi ceased to a Chief Financial Officer of the Company w.e.f. 14 August 2021.
4. Mr. Manmohan Kumar Sardana was appointed as Non Executive Director of the Company w.e.f. 31 August 2021.
5. Mr. Vijay Thaker was appointed as Chief Financial Officer of the Company w.e.f. 11 February 2022.

C. Percentage decrease in the median remuneration of employees in the financial year 2021-22:

Particulars	2021-22	2020-21	% Change
	Amt in ₹	Amt in ₹	
Median Remuneration of all employees per annum	5,49,800	5,27,850	3.99

D. Number of permanent employees on the rolls of the Company as on 31 March, 2022:

As on 31 March 2022, the Company has 133 permanent employees on its payroll, as compared to 191 employees as at 31 March 2021.

E. Comparison of average percentile increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:

	2021-22	2020-21	% change
	Amt in ₹	Amt in ₹	
Average salary of all employees (other than Key Managerial Personnel)	12,28,978	12,92,123	(4.89)

F. The key parameters for any variable component of Remuneration availed by the Directors are considered by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee as per the Remuneration Policy of the Company.

G. Affirmation:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby affirms that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Annexure D

Form No. MR-3
Secretarial Audit Report

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

Secretarial Audit Report

For the Financial Year ended 31st March, 2022

To,
The Members
Eros International Media Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Eros International Media Limited** (hereinafter called the **Company**).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ Statutory Compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2022 has complied with the Statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company for the Financial Year ended on 31st March, 2022 according to the provisions of:

(1) The Companies Act, 2013 (the Act) and the rules made thereunder;

(2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(External Commercial Borrowing not applicable during the audit period);**

(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

  a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to Company during the Audit period);**

  d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999**.**

I have examined all the other applicable laws to the Company on the basis of the representations made by the Management.

I have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India;

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried out unanimously by the Members of the Board and Committees and the same were duly recorded in the Minutes of the Meeting of the Board of Directors and Committees of the Company.

I further report that there are adequate systems and processes in the company to commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that there were no instances of:

i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
ii. Buy-Back of securities.
iii. Merger / amalgamation / reconstruction etc.
iv. Foreign technical collaborations

I further report that during the year under review, the Company has obtained approval of members through postal ballot by way of ordinary resolution for ratification of Related Party Transactions on 22nd March, 2022.

I further report that the Company has received letter(s) from National Stock Exchange of India Limited ("NSE") for clarification with respect to Quarterly submission of Shareholding Pattern for December 31, 2021, March 31, 2022 and June 30, 2022 to which Company has timely submitted its reply to NSE and no further clarifications were received from NSE.

For SG and Associates,
Practicing Company Secretaries

Suhas Ganpule
Proprietor,
Membership No: 12122
C. P No: 5722
UDIN: A012122D000784621

Date: 12 August 2022
Place:Mumbai

Annexure 'A'

To,
The Members,
Eros International Media Limited,
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SG and Associates,
Practicing Company Secretaries

Suhas Ganpule
Proprietor,
Membership No: 12122
C. P No: 5722
UDIN: A012122D000784621

Date: 12 August 2022
Place: Mumbai

Annexure E

Particulars of Employees as per Rule 5 of Companies (Appointment and Remuneration) Rules, 2014 for the financial year ended 31 March 2022

Sr. No.	Name of Employee	Designation	Remuneration (in ₹)	Qualification	Experience	Date of commencement of employment with the Company	Age of Employee	Last employment held by such employee before joining the Company	No. of Equity Shares	% of Equity Shares	Relation of employee with Directors of the Company
1	Mr. Sunil Arjan Lulla	Executive Vice Chairman & Managing Director	51,485,724	Bachelor of Commerce	29 Years +	19-Aug-94	58 Years	-	1,400	0.00%	Brother of Mr. Kishore Arjan Lulla
2	Mr. Pradeep Dwivedi	Chief Executive Officer	28,200,000	B.Sc., MBA	28 Years	27-Jan-20	51 Years	Sakal Media Group	0	0.00%	-
3	Mr. Kumar Ahuja	Chief Operating Officer	11,586,848	SYJC Commerce	22 Years +	22-Apr-99	43 Years	-	82,230	0.09%	-
4	Mr. Bishwarup Chakrabarti	General Counsel	10,481,000	Masters of Law	19 Years	15-Jan-20	44 Years	Sony Network	0	0.00%	-
5	Mr. Nandu Ahuja	Senior Vice President - India Theatrical	8,739,840	Bachelor of Commerce	38 Years +	27-Jan-09	58 Years	Balaji Motion Pictures Limited	51,787	0.05%	-
6	Ms. Rajitta Hemwaani	Business Head Music	84,60,000	Bachelor of Commerce	24 Years	9-Nov-20	51 Years	9XM Music	0	0.00%	-
7	Ms. Krishika Lulla	Creative Producer	8,065,200	Bachelor of Arts	10 Years	1-Jan-15	50 Years	-	1,400	0.00%	Wife of Mr. Sunil Arjan Lulla
8	Mr. Mihir Karlekar	Head - Commercial & Business Development	7,001,133	MBA	11 Years	26-July-18	33 Years	Keshet International	0	0.00%	-
9	Mr. Swapnil M. Haldankar	Head – Corporate IT	6,768,000	Diploma in Electronics	22 Years	03-March-08	44 Years	Sony	11,293	0.01%	-
10	Mr. Anand K Shankar	Group Financial Controller	6,132,477	Inter CA	31 Years	15-May-02	54 Years	G. R. Naik & Co.	0	0.00%	-

Notes:

[1] Gross remuneration comprises of Salary Allowances, monetary value of perquisites valued as per the rules under the Income Tax Act, 1961, Commission, Statutory Contribution to Provident Fund & Family Pension Fund and Superannuation Fund, but excludes contributions to Gratuity Fund

[2] All the above employees are on pay roll of the Company and their service can be terminated by notice on either side

[3] None of the employees mentioned above hold more than 2% of the shares of your Company, alongwith their spouse and dependent children

[4] Employed for part of a year and in receipt of Remuneration aggregating to ₹ 8,50,000/- or more per month.

Annexure F

Form No. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis :

(a)	Name(s) of the related party and nature of relationship	Nil
(b)	Nature of contracts/arrangements/transactions	Nil
(c)	Duration of the contracts / arrangements/transactions	Nil
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e)	Justification for entering into such contracts or arrangements or transactions	Nil
(f)	Date(s) of approval by the Board	Nil
(g)	Amount paid as advances, if any	Nil
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis exceeding 10% of Annual Consolidated turnover

(a)	**Name(s) of the related party**	**Eros World Wide FZ LLC**	**Eros Digital FZ LLC**	**Eros International Ltd, UK**	**Eros International Ltd, USA INC**
(b)	Nature of relationship	Enterprises are able to exercise significant influence	Fellow Subsidiary	Fellow Subsidiary	Fellow Subsidiary
(c)	Nature of contracts/ arrangements/ transactions	Sale of film right, DVD/ VCD, Reimbursement of expense, Intrest Income	Revenue Attributable and Reimbursement of expense	Sale of Remake rights of Hindi Films	Sale of Remake rights of Hindi Films
(d)	Duration of the contracts / arrangements/ transactions	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(f)	Date(s) of approval by the Board, if any:	28-Jun-21	28-Jun-21	11-Feb-22	11-Feb-22
(g)	Amount ₹ Lakh	8,155	1,185	6,309	2,854

Annexure G

Corporate Social Responsibility Report

1) A brief outline of the Company's CSR policy; including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR Policy and projects or programs:

   The Company's CSR vision is to make concerted efforts towards promotion of education amongst the underprivileged and women empowerment. Besides this, the Company may also undertake other CSR activities listed in Schedule VII of the Companies Act, 2013.

   In accordance with the Company's CSR Policy and its vision, the Company is proposed to participate in CSR activities with various registered NGO which are engaged in promoting education, promoting and preventive health care, setting up old age homes, sanitation etc.

   The details of CSR Policy to be uploaded on the website at www.erosmediaworld.com.

2) The Composition of the CSR Committee

Sr. No.	Name of Director	Designation/ Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Dhirendra Swarup	Chairman - Non-Executive Independent Director	1	1
2	Mr. Kishore Lulla[1]	Executive Director	1	0
3	Mr. Sunil Lulla	Executive Director	1	1

3) Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. www.erosmediaworld.com.

4) Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). : Not Applicable.

5) Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : Not Applicable.

6) Average net profit of the company as per section 135(5) (for Immediately preceding three financial years) : NIL[2]

7) (a) Two percent of average net profit of the company as per section 135(5) : NIL
   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Not Applicable
   (c) Amount required to be set off for the financial year, if any : NIL
   (d) Total CSR obligation for the financial year (7a+7b-7c) : NIL

8) (a) CSR amount spent or unspent for the financial year : NIL[2]
   (b) Details of CSR amount spent against ongoing projects for the financial year : Not Applicable
   (c) Details of CSR amount spent against other than ongoing projects for the financial year : Not Applicable
   (d) Amount spent in Administrative Overheads : Nil
   (e) Amount spent on Impact Assessment, if applicable : Not Applicable
   (f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Nil
   (g) Excess amount for set off, if any : Nil

9) (a) Details of Unspent CSR amount for the preceding three financial years : Not Applicable
   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : Not Applicable

10) In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) : Not applicable
   (a) Date of acquisition of the capital asset(s) : Not Applicable
   (b) Amount of CSR spent for creation or acquisition of capital assets : NIL

[1] Ceased as a member w.e.f. 19 May 2022.

[2] The Company has incurred Operational as well as Net Loss during the three immediately preceding financial years and hence the compulsory CSR spent during the financial year under review is not applicable.

(c)	Details of the entity or public authority or beneficiary under whose name such capital assets is registered, their address etc.	: Not Applicable
(d)	Provide details of the capital assets(s) created or acquired (including complete address and location of the capital assets)	: Not Applicable

11) Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : Not Applicable

For and on behalf of the Board

Sunil Arjan Lulla
Executive Vice Chairman & Managing Director
DIN: 00243191

Dhirendra Swarup
Chairman of CSR Committee
DIN: 02878434

Place: Mumbai
Date: 12 August 2022

CORPORATE GOVERNANCE REPORT

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company considers fair and transparent corporate governance as one of its core management tenets. Corporate Governance may be defined as a set of systems, policies, processes and principles which ensures that a company is governed in the best interest of all the stakeholders. It is the system by which companies are directed, administered, controlled and managed. Good governance is about promoting corporate fairness, transparency and accountability.

We strongly believe in the practice of conducting our business activities in a fair, direct and completely transparent manner that will not only benefit the Company but more importantly will ensure the highest level of accountability and trust for all our stakeholders such as shareholders, our employees and our partners. The timely disclosures, transparent accounting policies and a strong and independent Board go a long way in maintaining good corporate governance, preserving shareholders' trust and maximizing long-term corporate value.

We, at Eros International Media Limited, continuously strive at improving and adhering to the good governance practice. The Company has adopted best practices mandated in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (hereinafter referred to as the "SEBI Listing Regulations").

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of the SEBI Listing Regulations is given below:

BOARD OF DIRECTORS

a. Composition and Category of Directors:

The Board of Directors along with its committees provide leadership and guidance to the Company's management as also direct, supervise and control the performance of the Company. The Company has a balanced Board with combination of Executive and Non-Executive Directors to ensure independent functioning. As at 31 March 2022, the Board of Directors of the Company consists of Six (6) Directors, out of which Three (3) are Non-Executive Independent Directors including an Independent Woman Director and Three (3) are Executive Directors, comprising of experts from various fields/professions. The Chairman of the Board, Mr. Dhirendra Swarup, is a Non-Executive & Independent Director and is not related to promoters of the Company or any person occupying the position one level below the Board. The present composition of the Board of Directors of the Company is in accordance with the SEBI Listing Regulations and the Companies Act, 2013 ("the Act") read with applicable Rules made thereunder.

Name of the Director	Directors Identification No. (DIN)	Category	Designation
Mr. Dhirendra Swarup	02878434	Non-Executive & Independent Director	Chairman
Mr. Sunil Arjan Lulla	00243191	Promoter & Executive Director	Executive Vice Chairman & Managing Director
Mr. Kishore Arjan Lulla[1]	02303295	Promoter & Executive Director	Director
Ms. Bindu Saxena	00167802	Non-Executive & Independent Director	Director
Mr. Manmohan Kumar Sardana[2]	09294639	Non-Executive & Independent Director	Director
Mr. Pradeep Dwivedi[3]	07780146	Executive Director & CEO	Director
Mr. Vijay Thaker[4]	01867309	Executive Director & VP-Company Secretary and Compliance Officer	Director

There are no Institutional Nominee Directors on the Board. The Company has in place the Succession Policy for appointments at the Board and to Senior Management level.

Independent Directors

The Independent Directors of the Company are Non-Executive Directors as defined under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the SEBI Listing Regulations. They possess rich and varied experience with skills in critical areas like governance, finance, entrepreneurship, general management etc.

As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors are listed down in the draft letter of appointment, available on the Company's website at www.erosmediaworld.com. Each Independent Director has been issued formal letter of appointment.

Independent Directors' Meeting

During the year under review, a separate meeting of the Independent Directors was held on 11 February 2022, without the attendance of Non-Independent Directors and Management Personnel.

Various matters were discussed by the Independent Directors at the said meeting, including, *inter alia*, matters as prescribed in the Schedule IV of the Act and SEBI Listing Regulations, *viz*.

[1] Mr. Kishor Arjan Lulla ceased to be Executive Director w.e.f 19 May 2022.

[2] Mr. Manmohan Kumar Sardana was appointed as Independent Director of the Company w.e.f. 31 August 2021.

[3] Mr. Pradeep Dwivedi was appointed as Executive Director of the Company w.e.f. 14 August 2021.

[4] Mr. Vijay Thaker was appointed as Executive Director of the Company w.e.f. 19 May 2022.

review of the performance of Non-Independent Directors and the Board as whole, timely payment of statutory dues such as taxes, debt payments and business commitments, review of the performance of the Chairman, assessing the quality, quantity and timeliness of flow of information between the Company's management and the Board, that is necessary for the Board to effectively and reasonably perform their duties.

Appointment/Re-appointment of Directors

Mr. Pradeep Dwivedi being eligible for re-appointment, has offered himself for re-appointment, as his office being longest is liable to retire by rotation at the 28th Annual General Meeting of the Company, as per Section 152(6) of the Act and applicable Rules thereto.

The Members of the Company at the Annual General Meeting ("AGM") held on 28 September 2021 had appointed Mr. Manmohan Kumar Sardana (DIN: 09294639) as Non-Executive Independent Director of the Company for the term of five consecutive years from the conclusion of 27th AGM till the conclusion of 32nd AGM to be held in the calendar year 2026.

The Board at its Meeting held on 19 May 2022 based on recommendation of Nomination & Remuneration Committee appointed Company's VP-Company Secretary & Compliance Officer, Mr. Vijay Thaker as Executive Additional Director on the Board of the Company w.e.f. 19 May 2022. Further, the Members of the Company appointed Mr. Vijay Thaker as Executive Director of the Company by way of Postal Ballot on 19 June 2022 being last date for remote e-voting.

b. Attendance of Directors and Number of other Directorship:

Details of Membership and Attendance of each Director at the Meeting of Board of Directors held during the financial year under review and the last Annual General Meeting and the number of other Directorships and Chairmanship/Membership of Board Committees as on 31 March 2022 are as follows:

Name of Director	Directors Identification No. (DIN)	Attendance		Position on the Board of other companies as on 31 March 2022		
		Board Meeting	Last Annual General Meeting	Directorship*	Committee Membership **	Committee Chairmanship**
Mr. Dhirendra Swarup	02878434	5	Yes	1	1	1
Mr. Sunil Arjan Lulla	00243191	5	Yes	7	1	0
Mr. Kishore Arjan Lulla[5]	02303295	1	No	0	0	0
Mr. Pradeep Dwivedi[6]	07780146	1	Yes	1	0	0
Ms. Bindu Saxena	00167802	5	Yes	3	3	0
Mr. Manmohan Kumar Sardana[7]	09294639	2	Yes	1	1	0
Mr. Sunil Srivastav[8]	00237561	3	NA	--	--	--
Mr. Farokh P. Gandhi[9]	03112612	2	NA	--	--	--

Note:

* Only Public limited companies, (both listed and unlisted) are included in other directorships. Directorships in all other companies including private limited companies (which are not the subsidiary of Public Company), foreign companies and companies under Section 8 of the Act are excluded.

** Chairmanship/Membership of the Audit Committee and the Stakeholders' Relationship Committee are considered for the purpose of committee positions in all public companies, whether listed or not as per SEBI Listing Regulations and it also includes the committees in which a Director holds position as a Chairman.

c. Number of Directorship(s)/ Chairmanship(s)/ Membership(s):

None of the Director of the Company holds directorships in more than Ten (10) public companies. Further, none of them is a member of more than Ten (10) committees or chairman of more than Five (5) committees across all the public companies in which he/she is a director.

None of the Independent Director of the Company is acting as an Independent Director in more than Seven (7) listed companies or acting as whole-time director in more than Three (3) listed companies. Further, the Managing Director and the Executive Director do not serve as Independent Directors in any listed company.

Necessary disclosures regarding directorships and committee positions in other public companies as on 31 March 2022 have been made by all the Directors of the Company.

d. Number of Board Meetings:

The Board met Five (5) times during the financial year ended 31 March 2022, i.e. on 20 June 2021; 28 June 2021; 14 August 2021; 13 November 2021 and 11 February 2022. The maximum time gap between Two (2) meetings of the Board did not exceed One Hundred and Twenty (120) days or any extended date as may be permitted by SEBI due to COVID-19. The necessary quorum was present for all the meetings.

The Board meets at regular intervals to discuss and decide on business policy of the Company and strategy apart from other

[5] Mr. Kishore Lulla ceased to be Executive Director of the Company w.e.f 19 May 2022.

[6] Mr. Pradeep Dwivedi appointed as Executive Director of the Company w.e.f. 14 August 2021.

[7] Mr. Manmohan Kumar Sardana appointed as Independent Director of the Company w.e.f. 31 August 2021.

[8] Mr. Sunil Srivastav ceased to be Non-Executive Independent Director of the Company w.e.f. 14 August 2021.

[9] Mr. Farokh P. Gandhi ceased to be Executive Director & Chief Financial Officer of the Company w.e.f 14 August 2021.

Board business. The Board/Committee Meetings are pre-scheduled and tentative dates of the Board and Committee Meetings are informed well in advance to facilitate Directors to plan their schedule and to ensure meaningful participation in the Meetings. However, in case of special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law which are noted and confirmed in the subsequent Board Meeting.

The notice of the Meetings is given well in advance to all the Directors. Owing to difficulties involved due to COVID-19 pandemic and the relaxations granted by Ministry of Corporate Affairs vide circular dated 30 December 2020 and pursuant to the Companies (Meetings of Board and its Powers) Amendment Rules, 2021 dated 15 June 2021, all the Meetings of the Company were held through Video Conference / other Audio-Visual means allowing seamless participation in the Meeting. The agenda is circulated well in advance to the Board Members, along with comprehensive background information on the agenda items to enable the Board to take an informed decision. The agenda and related information are circulated to the Board/Committee by uploading the same on e-meeting application, which is accessible to all the Members of the Board and its Committee on their respective i-pads. Notice, Agendas and Minutes of the meeting are all circulated through electronic means. Detailed presentations and notes are laid before each meeting, by the management and senior executives of the Company, to apprise the Board on overall performance on quarterly basis. Additional items of the agenda are permitted with the permission of the Chairman and with the consent of all the Directors present at the meeting. Senior Executives/Management of the Company are invited to attend the Meetings of the Board and Committees, to make presentations and provide clarifications as and when required.

In accordance with the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in accordance with Secretarial Standard 1 issued by the Institute of Company Secretaries of India, the Company provides an option to its Directors to participate at each of the Board Meetings/ Committee Meetings through video conference except in respect of those agenda items wherein transactions are not permitted to be carried out by way of video conference. As per Secretarial Standards, draft minutes and signed minutes of the Meeting are circulated within the prescribed time.

The Board of Directors has complete access to the information within the Company.

e. Details of Other Directorships:

Details of the directorships of the Company's Directors in other listed companies as on 31 March 2022 were as under:

Name of Directors	**Name of the Listed Company**	**Category of Directorship**
Ms. Bindu Saxena	Inox Wind Limited	Non-Executive - Independent Director
	Indag Rubber Limited	Non-Executive - Independent Director

None of the Director except above is a director in listed entities.

f. Disclosure of Relationship between directors:

Mr. Kishore Arjan Lulla, Executive Director and Mr. Sunil Arjan Lulla, Executive Vice Chairman & Managing Director of the Company, are brothers.

Other than the aforesaid, there are no *inter-se* relationships amongst the Directors.

g. Number of Shares held by Non-Executive Directors:

As on 31 March 2022, None of the Non-Executive Directors holds any equity shares in the Company.

h. Familiarisation Programme for Independent Directors:

Familiarisation Programme for Independent Directors is designed with an aim to make the Independent Directors aware about their roles, responsibilities and liabilities as per the Act, SEBI Listing Regulations and other applicable laws and to get better understanding about the Company, nature of industry in which it operates and environment in which it functions, business model, long term/short term/strategic plans etc. As a part of familiarisation programme, the Company makes presentations to the Board Members, *inter alia*, covering business environment, business strategies, operations review, quarterly and annual results, review of Internal Audit Report and action taken, statutory compliance, risk management, operations of subsidiaries, etc.

The relevant policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to regulate, monitor and report trading by Insiders etc. are circulated to the Directors and uploaded on e-meeting application on i-pads for easy access.

The familiarisation programme and necessary disclosures to be made in accordance with SEBI Listing Regulations are made on the website of the Company at www.erosmediaworld.com.

i. Skills/Expertise/Competence Identified by the Board of Directors:

The Board comprises of the qualified members who bring in the required skills, competence and expertise to enable them through effectively contribute in deliberations at Board and Committee Meetings. The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members.

Business Leadership	Leadership experience including in areas of business development, strategic planning, succession planning, and long-term growth and guiding the Company and its senior management towards its vision and values.
Financial Expertise	Knowledge and skills in accounting, finance, treasury management, tax and financial management of large corporations with understanding of capital allocation, funding and financial reporting processes.
Risk Management	Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk.
Corporate Governance	Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the company and protecting stakeholders' interest.

In the table below, the specific areas of focus or expertise of individual board members have been highlighted.

Name of the Directors	Areas of Skills/ Expertise			
	Business Leadership	Financial Expertise	Risk Management	Corporate Governance
Mr. Dhirendra Swarup	✓	✓	✓	✓
Mr. Sunil Arjan Lulla	✓	✓	✓	✓
Mr. Kishore Arjan Lulla	✓	✓	✓	✓
Ms. Bindu Saxena		✓	✓	✓
Mr. Manmohan Kumar Sardana		✓	✓	✓
Mr. Pradeep Dwivedi	✓	✓	✓	✓

Note - Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

COMMITTEES OF THE BOARD

The Board of Directors, at its various meetings, has constituted / re-constituted various committees to discuss upon the delegated work as per their respective charters. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. Minutes of all the Committee Meetings are placed before the Board for noting.

Following Committee(s) are constituted for better and focused attention on various affairs of the Company:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Management Committee

AUDIT COMMITTEE

An Audit Committee, duly constituted by the Board of Directors has a well-defined composition of members, terms of reference, powers, role and responsibilities in accordance with Section 177 of the Act and applicable Rules thereto and in accordance with Regulation 18 of SEBI Listing Regulations.

As on 31 March 2022, the Audit Committee comprised of Four (4) Members of whom Three (3) are Non-Executive Independent Directors, all of whom are financially literate and possesses accounting and related financial management expertise. The Chairman of the Audit Committee is a Non- Executive Independent Director and he had attended last year's Annual General Meeting.

The detailed terms of reference of Audit Committee along with working procedure, charter and constitution are uploaded on website of the Company at www.erosmediaworld.com.

Meeting Details:

During the year under review, Audit Committee met Four (4) times in a year viz. on 28 June 2021; 14 August 2021, 13 November 2021 and 11 February 2022. The maximum time gap between Two (2) meetings of the Committee did not exceed One Hundred and Twenty (120) days or any extended date as may be permitted by SEBI due to COVID-19. The necessary quorum was present for all the Meetings.

Composition of the Audit Committee and the attendance of each Member at the said Committee Meetings are set out in following table:

Name of Committee Member	Directors Identification No. (DIN)	Designation in the Committee	Category	Number of Meetings attended
Mr. Dhirendra Swarup	02878434	Chairman	Non-Executive Independent Director	4
Mr. Sunil Arjan Lulla	00243191	Member	Executive Vice Chairman & Managing Director	4
Ms. Bindu Saxena	00167802	Member	Non-Executive Independent Director	4
Mr. Manmohan Kumar Sardana*	09294639	Member	Non-Executive Independent Director	2
Mr. Sunil Srivastav#	00237561	Member	Non-Executive Independent Director	2

* Mr. Sunil Srivastav ceased to be Member of the Committee w.e.f. 14 August 2021.

\# Mr. Manmohan Kumar Sardana was appointed as Member of the Committee w.e.f. 12 November 2021.

The Company Secretary and Compliance Officer acts as the Secretary to the Committee. The Chief Financial Officer of the Company is the permanent invitee to the Committee meetings. The Audit Committee also invites senior executives/management including the representatives of the statutory auditors and internal auditors at its meetings.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted in accordance with Section 178 of the Act and applicable Rules thereto and in accordance with Regulation 19 of SEBI Listing Regulations. As on 31 March 2022, the Nomination and Remuneration Committee comprised of Three (3) Members, all of whom are Non-Executive Independent Directors. The Chairman of the Nomination and Remuneration Committee is a Non- Executive Independent Director and she was present at last year's Annual General Meeting to address the queries of the shareholders.

The detailed terms of reference of Nomination and Remuneration Committee along with working procedure, charter and constitution are uploaded on website of the Company at www.erosmediaworld.com.

Meeting Details:

During the year under review, Nomination and Remuneration Committee met Five (5) times in a year viz. on 18 May 2021; 28 June 2021; 14 August 2021; 13 November 2021 and 11 February 2022. The necessary quorum was present at all the meetings.

Composition of the Nomination and Remuneration Committee and the attendance of each member at the said Committee Meetings are set out in following table:

Name of Committee Member	Directors Identification No. (DIN)	Designation	Category	Number of Meetings attended
Ms. Bindu Saxena	00167802	Chairperson	Non-Executive Independent Director	5
Mr. Dhirendra Swarup	02878434	Member	Non-Executive Independent Director	5
Mr. Sunil Srivastav*	00237561	Member	Non-Executive Independent Director	3
Mr. Manmohan Kumar Sardana#	09294639	Member	Non-Executive Independent Director	2

* Mr. Sunil Srivastav ceased to be Member of the Company w.e.f 14 August 2021.

Mr. Manmohan Kumar Sardana was appointed as Member of the Committee w.e.f. 29 September 2021.

The Company Secretary and Compliance Officer acts as the Secretary to the Committee. The Chief Financial Officer of the Company is the permanent invitee to the Committee Meetings.

Evaluation of Performance of the Board, its Committees and Directors:

The Company has formulated a Policy on Board Evaluation in accordance with the applicable provisions of SEBI Listing Regulations and the Act. An annual performance evaluation of the Board, its Committees and individual directors (including independent directors and Chairperson) in an independent and fair manner was carried out in accordance with the Company's Board Evaluation Policy for the financial year ended 31 March 2022.

The performance of the Board and individual directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The Nomination and Remuneration Committee reviewed the performance of the individual directors. This was followed by a Board Meeting that discussed the performance of the Board, its Committees and individual directors. A separate meeting of Independent Directors was also held to review the performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman of the Company.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of committees, effectiveness of Committee Meetings etc. The criteria for performance evaluation of the individual directors included aspects on contribution to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, performance of the Chairman was also evaluated on the key aspects of his role and responsibilities.

The performance evaluation of an Independent Director was based on the criteria viz. attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends etc.

REMUNERATION OF DIRECTORS

Non – Executive Directors Compensation and Disclosures:

The Non-Executive Independent Directors are paid compensation in the following manner:

- Sitting Fees of ₹ 40,000/- for attending each Board and Committee Meeting was paid upto 20 June 2021. Further, w.e.f 28 June 2021 Sitting Fees increased to ₹ 50,000/- for attending each Board and Committee Meeting.
- Commission, as decided by the Board, not exceeding 1% of the Net Profit of the Company and in case of loss or inadequate profits, remuneration payable in accordance with the provisions of Schedule V of the Act.
- None of the Non-Executive Independent Directors have any pecuniary relationship with the Company.
- None of the Non-Executive Independent Directors holds any equity shares of the Company.
- None of the Non-Executive Independent Directors hold any convertible instruments in the Company.
- Reimbursement of expenses incurred by Non-Executive Independent Directors for participation in the Board and other meetings of the Company.

Maintenance of Chairman's Office

The Company maintains the office of Chairman, being Non-Executive Independent Director, and reimburses all the expenses incurred by him towards performance of his duties, up to the limit as decided by the Board of Directors.

Details of remuneration paid to all the Directors for the financial year 2021-2022 are as follows: (Amount in ₹)

Sr. No.	Name of Directors	Salary	Benefits/ Perquisites	Remuneration (payable for 2021-22)	Sitting Fees (paid)	Holding of Equity shares/ stock options of the Company as on 31 March 2022
1	Mr. Dhirendra Swarup	--	--	24,00,000	9,70,000	Nil
3	Mr. Sunil Arjan Lulla	5,14,46,124	39,600	--	--	1,400 Equity Shares
4	Mr. Kishore Arjan Lulla	--	--	--	--	Nil
5	Ms. Bindu Saxena	--	--	12,00,000	6,80,000	Nil
6	Mr. Manmohan Kumar Sardana	--	--	7,00,274	4,50,000	Nil
7	Mr. Pradeep Dwivedi	--	--	--	--	Nil
8	Mr. Sunil Srivastav	--	--	4,47,123	4,80,000	Nil
9	Mr. Farokh P. Gandhi	--	--	--	--	43 Equity Shares

Note: Remuneration payable to Non-Executive Directors for FY 2021-22 shall be in accordance with shareholders' approval obtained at the 27th AGM of the Company held on 28 September 2021.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is constituted in accordance with Section 178 of the Act and applicable Rules thereto and in accordance with Regulation 20 of SEBI Listing Regulations. As on 31 March 2022, the Stakeholders Relationship Committee comprised of Three (3) Members, majority of whom are Non-Executive Independent Directors. The Chairman of the Stakeholders Relationship Committee is a Non-Executive Independent Director and he was present at last year's Annual General Meeting to address the queries of the shareholders.

The detailed terms of reference of Stakeholders Relationship Committee along with working procedure, charter and constitution are uploaded on website of the Company at www.erosmediaworld.com.

Meeting Details:

During the year under review, Stakeholders Relationship Committee met Four (4) times in a year viz. on 28 June 2021; 14 August 2021; 13 November 2021 and 11 February 2022. The necessary quorum was present at all the Meetings.

Composition of the Stakeholders Relationship Committee and the attendance of each member at the said Committee Meetings are set out in the following table:

Name of Committee Member	Directors Identification No. (DIN)	Designation	Category	Number of Meetings attended
Mr. Sunil Srivastav*	00237561	Chairman	Non-Executive Independent Director	2
Mr. Manmohan Kumar Sardana#	09294639	Chairman	Non-Executive Independent Director	2
Mr. Dhirendra Swarup	02878434	Member	Non-Executive Independent Director	4
Mr. Sunil Arjan Lulla	00243191	Member	Executive Vice Chairman and Managing Director	4

* Mr. Sunil Srivastav ceased to be Chairman of the Company w.e.f 14 August 2021.

\# Mr. Manmohan Kumar Sardana was appointed as Chairman of the Committee w.e.f. 29 September 2021.

The Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee. The Chief Financial Officer of the Company is the permanent invitee to the Committee Meetings.

Name, Designation and Address of the Compliance Officer

Mr. Vijay Thaker, Company Secretary & Compliance Officer.

Add: 901/902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai- 400 053.

Tel: + (91 22) 6602 1500, Fax: + (91 22) 6602 1540

Email: compliance.officer@erosintl.com

The functions and powers of the Stakeholders Relationship Committee includes resolving of investor's complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints, maintaining investor relations etc.

The main objective of Stakeholders Relationship Committee is to ensure effective implementation and monitoring of framework devised to avoid insider trading and abusive self-dealing, ensure effective implementation of whistle blower mechanism offered to all the stakeholders to report any concerns about illegal or unethical practices, consider and resolve the grievances of security holders of the Company, approval of transfer, transmission of shares, and other securities of the Company, issue of duplicate certificates on split, carrying out any other function contained in the SEBI Listing Regulations, as and when amended from time to time.

Status of Investor Grievances during the year 2021-2022:

Description of Investors Grievances received during the year	No. of Grievances
Total Grievances pending as on 1 April 2021	0
Letters directly received from Investors	0
N.S.E.	0
B.S.E.	0
SEBI (Securities Exchange Board of India) (SCORES)	0
Total Grievances attended	0
Total Grievances pending as on 31 March 2022	0

All the queries/complaints received were promptly resolved and there was no outstanding complaint as on 31 March 2022.

Share Transfer System:

SEBI has mandated that, effective 1 April 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. Trading in equity shares of the Company is permitted only in dematerialised form.

During the year, the Company had obtained, on yearly basis, a certificate, from a Company Secretary in Practice, certifying that all certificates have been issued within thirty days of the date of lodgement of the transfer (for cases lodged prior to 1 April 2019), sub-division, consolidation and renewal as required under Regulation 40(9) of the SEBI Listing Regulations and filed a copy of the said certificate with the Stock Exchanges.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee is constituted in accordance with Section 135 of the Act and applicable Rules thereto. As on 31 March 2022, the CSR Committee comprised of Three (3) Members. The Chairman of the CSR Committee is an Independent Director and he was present at last year's Annual General Meeting to address the queries of the shareholders, if any.

The objective of the CSR Committee is to implement the CSR activities as per the CSR policy of the Company as stated at length in Directors Report of the Company.

The detailed terms of reference of CSR Committee along with working procedure, charter and constitution are uploaded on website of the Company at www.erosmediaworld.com.

Meeting Details:

During the year under review, Corporate Social Responsibility Committee met One (1) time in a year *viz.* on 28 June 2021. The necessary quorum was present at all the Meetings.

Composition of the CSR Committee and the attendance of each member at the said Committee Meetings are set out in following table:

Name of Committee Member	Directors Identification No. (DIN)	Designation	Category	Number of Meetings attended
Mr. Dhirendra Swarup	02878434	Chairman	Non-Executive Independent Director	1
Mr. Kishore Arjan Lulla	02303295	Member	Executive Director	0
Mr. Sunil Arjan Lulla	00243191	Member	Executive Vice Chairman and Managing Director	1

The Company Secretary and Compliance Officer acts as the Secretary to the Committee. The Chief Financial Officer of the Company is the permanent invitee to the Committee Meetings.

MANAGEMENT COMMITTEE

The Board of Directors of the Company have constituted the Management Committee to look after day to day affairs and functioning of the Company. The Board have delegated certain powers to this Committee. As at 31 March 2022, the Management Committee comprised of directors and senior executives of the Company *viz*. Mr. Sunil Arjan Lulla, Mr. Kishore Arjan Lulla and Mr. Pradeep Dwivedi.

The Committee met Nine (9) times during the financial year for operational matters.

INVESTORS INFORMATION

General Body Meeting

a) Details of location, date and time of last three Annual General Meetings and special resolution passed thereat:

Financial Year	Date and Time	Venue	Special Resolution Passed
2018-19	25 September 2019 at 2:00 P.M.	The Classic Club, New Link Road, Behind Infinity Mall, Andheri West, Mumbai – 400 053	Re-appointment of Mr. Dhirendra Swarup (DIN: 02878434) as an Independent Non-Executive Director to hold office for second term of five consecutive years.
2019-20	15 December 2020 at 3:00 P.M.	Through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") Facility	1) Approval for waiver of excess remuneration for financial year 2019-20 to Mr. Sunil Lulla, an Executive Vice Chairman & Managing Director of the Company
			2) Re-appointment of Mr. Sunil Lulla (DIN: 00243191) as an Executive Vice Chairman & Managing Director of the Company and payment of remuneration.
2020-21	28 September 2021 at 3:00 P.M.	Through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") Facility	1) Approval for waiver of excess remuneration for financial year 2020-21 to Mr. Sunil Lulla, an Executive Vice Chairman & Managing Director of the Company
			2) Appointment of Mr. Manmohan Kumar Sardana (DIN: 09294639) as an Independent Director of the Company

b) No Extra Ordinary General Meeting of the Shareholders of the Company was held during the financial year 2021-22.

c) Details of Postal Ballot was conducted during the financial year 2021-22:

During the year, the Company sought the approval of the shareholders by way of an Ordinary Resolution through notice of postal ballot dated 11 February 2022 for ratification of the Related Party Transactions with Eros International Limited (UK) for an amount of ₹ 63.09 Crores and Eros International USA INC. (USA) for an amount of ₹ 28.54 Crores. The results of the Postal Ballot were announced on 22 March 2022. Mr. Suhas Ganpule, Practicing Company Secretary, proprietor of S G. & Associates was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

Number of votes Polled	Votes cast in favour		Votes cast against	
	No. of Votes	%	No. of Votes	%
946480	578114	61.08	368366	38.92

d) Procedure for Postal Ballot:

The Company conducted the postal ballot in accordance with the provisions of Section 108, 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014 ("Rules"). In compliance with Circular No. 14/2020 dated 8 April 2020, Circular No. 17/2020 dated 13 April 2020 and Circular No. 33/2020 dated 28 September 2020, issued by the Ministry of Corporate Affairs ("MCA"), Company sent the Postal Ballot Notice along with the explanatory statement in electronic form on Friday, 18 February 2022 only to those Members whose e-mail addresses were registered with the Company/ Depositories, to enable them to cast their votes electronically. The Company also published a Notice in the newspaper and other requirements as mandated under the provisions of the Act and Rules framed thereunder. The voting rights were reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date i.e. Friday, 11 February 2022.

In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules read with Regulation 44 of the SEBI Listing Regulations, the Company had offered the facility of e-voting to its members to enable them to cast their vote electronically. The voting under the postal ballot was kept open from Sunday, 20 February 2022 at 9:00 a.m. (IST) until Monday, 21 March 2022 at 5:00 p.m. (IST).

Upon completion of scrutiny of the votes cast through e-voting in a fair and transparent manner, the scrutiniser i.e. Mr. Suhas

Ganpule, submitted his report on the outcome of the postal ballot to the Company and the results of the postal ballot were announced by the Company on 22 March 2022. The voting results were sent to the Stock Exchanges and also displayed on the Company's website www.erosmediaworld.com and on the website of Central Depository Services (India) Limited.

e) **Details of special resolution proposed to be conducted through postal ballot:** None

MEANS OF COMMUNICATION

The Company recognizes communication as a key element to the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies.

Financial Results

The Company has always promptly reported to both the stock exchanges where the securities of the Company are listed, all the material information including declaration of quarterly, half yearly and annual financial results in the prescribed formats and through press releases.

Financial results are published in "The Free Press Journal" and "Navshakti" as per the requirements of the SEBI Listing Regulations. The said results are also made available on Company's website at www.erosmediaworld.com.

Presentation to Institutional Investors/ Analysts

The Corporate Presentations made to investors / analysts is displayed on the website of the Company.

GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting	
Day	Tuesday
Date	27 September 2022
Time	3:00 P.M.
Venue	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
Financial Calendar (Tentative)	
1st quarter results for quarter ending June 2022	12 August 2022
2nd quarter results for quarter ending September 2022	On or before 14 November 2022
3rd quarter results for quarter ending December 2022	On or before 14 February 2023
Last quarter results for quarter ending March 2023	On or before 30 May 2023
Financial year	**1 April to 31 March**
Book Closure Dates	**From Tuesday, 20 September 2022 to Tuesday, 27 September 2022 (both days inclusive)**
Listing of equity shares at Stock Exchanges	**BSE Limited** Pheeroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Tel No:- +91-22-22721233/1234 Fax No:- +91-22-22721919 **National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot No- C Block, G Block, Bandra Kurla Complex, Mumbai - 400 051. Tel No:- +91-22-26598100-8114 Fax No:- +91-22-26598120
Stock Codes	**BSE** – 533261 **NSE** – EROSMEDIA
ISIN Number	INE416L01017
Corporate Identification Number (CIN)	L99999MH1994PLC080502

The Annual Listing Fees for the financial year 2022-2023 to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) has been paid by the Company within prescribedtime.

The Annual Custodian Fees for the financial year 2022-2023 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) has been paid by the Company within prescribed time.

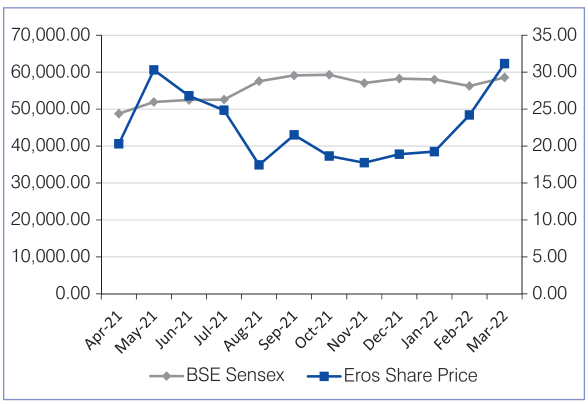
MARKET PRICE DATA

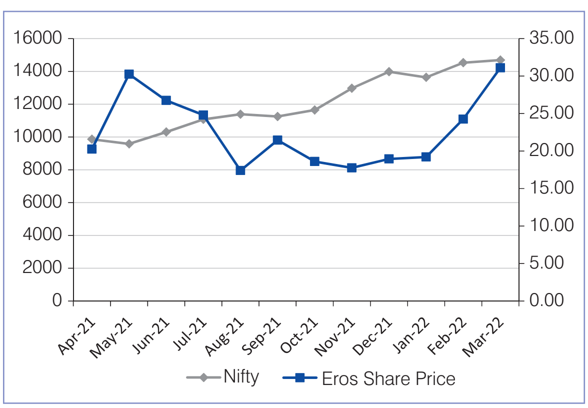
The equity shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited. The monthly high and low share prices on both the exchanges for a period starting from April 2021 to March 2022 are as below:

Month	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
	High Price (₹)	Low Price (₹)	Volume	High Price (₹)	Low Price (₹)	Volume
April 2021	26.55	20.00	6,92,366	25.90	20.15	52,34,007
May 2021	36.95	19.75	29,61,927	36.85	19.70	3,03,71,055
June 2021	32.95	26.20	19,18,699	32.95	26.05	1,29,10,689
July 2021	29.55	22.80	35,55,380	29.60	22.80	1,94,17,437
August 2021	25.35	16.60	23,73,175	25.50	16.45	1,27,43,929
September 2021	22.40	16.35	27,18,381	22.40	16.50	1,58,98,282
October 2021	22.00	18.45	14,18,600	22.00	18.50	84,94,401
November 2021	21.10	17.50	10,11,404	21.20	17.50	56,09,221
December 2021	20.35	17.35	12,59,941	20.40	17.15	68,63,299
January 2022	20.70	18.30	17,23,787	20.70	18.35	87,39,061
February 2022	28.95	19.45	66,16,976	28.90	19.35	2,42,89,670
March 2022	32.25	23.60	36,65,228	32.20	23.60	1,87,10,533

[Source: This information is compiled from the data available from the websites of BSE and NSE]

PERFORMANCE IN COMPARISON TO BROAD BASED INDICES





REGISTRAR TO AN ISSUE AND SHARE TRANSFER AGENTS

Address for Investor Correspondence

For any assistance regarding dematerialization of shares, re-materialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please write to:

LINK INTIME INDIA PRIVATE LIMITED

Unit – Eros International Media Limited
C 101, 247 Park, LBS Marg, Vikhroli West,
Mumbai 400 083, Maharashtra (India).
Tel: +91 (22) 49186270
Fax: +91 (22) 49186060
Email: rnt.helpdesk@linkintime.co.in
Web: www.linkintime.co.in

DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH 2022

Shares Holding of Shares	No. of Shareholders	% to Total
1-5000	52792	82.3948
5001-10000	4909	7.6617
10001-20000	2813	4.3904
20001-30000	1058	1.6513
30001-40000	517	0.8069
40001-50000	495	0.7726
50001-100000	739	1.1534
100001 and above	749	1.1690
Total	**64072**	**100.000**

Shareholding pattern as on 31 March 2022

Particulars	No. of Shares	% of Shareholding
Promoter & Promoter Group	46090541	48.07
FIIs / Foreign Portfolio Investors	7883547	8.22
N.R.I.s / Non-Domestic Companies / Foreign National	3115818	3.25
Banks, Financial Institutions, NBFC Registered with RBI	11439	0.01
Bodies Corporate/ Individuals / Others	38772168	40.44
IEPF	11359	0.01
Total Paid Up Capital	**95884872**	**100.00**

PLEDGE OF SHARES

1,79,43,303 Equity Shares have been pledged by Eros Worldwide FZ LLC, Holding Company as on 31 March 2022.

DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31 MARCH 2022

The securities of the Company are compulsory traded in dematerialised form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company representing 99.99% of the Company's Equity Share Capital are in dematerialised form as on 31 March 2022 and the entire promoters holding have been held in the dematerialised as on 31 March 2022.

Break up of shares in physical and demat form as on 31 March 2022 is as follows:

	Number of Shares	% of Total number of Shares
Physical Segment	123	0.00
Demat Segment		
• NSDL	6,13,84,436	64.02
• CDSL	3,45,00,313	35.98
Total	**9,58,84,872**	**100.00**

The Company's Equity Shares are regularly traded on the BSE Limited and the National Stock Exchange of India Limited, in dematerialised form.

Under the Depository system, the International Security Identification Number (ISIN) allotted to the Company's shares is INE416L01017.

OUTSTANDING ADRS/GDRS AND OTHER INSTRUMENTS

During the year under review, the Company did not issue any ADRs/ GDRs/ other instruments, which are convertible into equity shares of the Company.

The Company has outstanding stock options in force which carries entitlement of equity shares of the Company, as and when exercised.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company does not deal in Commodity and Foreign Exchange and hence the disclosure is not applicable.

Address for General Correspondence

Company Secretary &
Compliance Officer
Eros International Media Limited
Registered Office:
201, Kailash Plaza,
Opp Laxmi industrial Estate,
Off. Andheri Link Road,
Andheri West,
Mumbai- 400 053
Maharashtra (India).

Corporate Office:
901/902, Supreme Chambers,
Off. Veera Desai Road,
Andheri West, Mumbai- 400 053.
Maharashtra (India).
Tel: + (91 22) 6602 1500
Fax: + (91 22) 6602 1540
Email: compliance.officer@erosintl.com
Web: www.erosmediaworld.com

CREDIT RATING

The ratings given by Acuité Ratings & Research Limited, a Credit Rating Agency ("Acuite Rating") on the Long-Term and Short-Term bank facility(ies) of the Company is ACUITE B. There was no revision in the said ratings during the year under review.

In June 2022, the Acuite Ratings has assigned its long-term rating of "ACUITE C" (read as ACUITE C) on the ₹ 465.00 crore bank facilities of the Company.

OTHER DISCLOSURES:

Disclosure on Material Related Party Transactions:

During the year, there were no transactions of materially significant nature with the Promoters or Directors or the Management or the subsidiaries or relatives etc. that had potential conflict with the interests of the Company at large. A statement of summary of related party transactions is duly disclosed in the Notes to Accounts.

Details of Non-Compliance:

No penalties have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authorities on any matter related to capital markets during the last three years.

Whistle Blower / Vigil Mechanism Policy:

The Whistle Blower Mechanism (Vigil Mechanism) in the Company enables all the directors, employees and its stakeholders, to report concerns about unethical behaviour, report for leakage of unpublished price sensitive information, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This mechanism has provided adequate safeguards against victimisation of directors/employees of the Company who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. No personnel are denied access to this mechanism.

The Vigil Mechanism and Whistle Blower Policy has been posted on the website of the Company at www.erosmediaworld.com.

SUBSIDIARIES

As on 31 March 2022, the Company has Nine (9) direct subsidiaries. Out of Nine (9) direct subsidiaries, Seven (7) are Indian and other Two (2) are foreign subsidiaries.

None of the subsidiary companies except Copsale Limited (a British Virgin Island Company) are material non-listed subsidiary in terms of Regulation 16(c) of the SEBI Listing Regulation. Ms. Bindu Saxena, the Company's Independent Director has been appointed as Independent Director on the Board of Copsale Limited, a material subsidiary company.

On 23 April 2022, Ms. Bindu Saxena has tendered her resignation from the Board of Directors of Copsale Limited and in her place, it was recommended to appoint Mr. Manmohan Kumar Sardana, Independent Director of the Company.

The Board of Directors of the Company have also formulated a policy for determining 'material' subsidiaries and the same has been uploaded on the website of the Company at www.erosmediaworld.com.

The Financial Statements including investments made by the unlisted subsidiaries and all significant transactions and arrangements entered into by the unlisted subsidiaries forming part of the financials are being reviewed by the Audit Committee of your Company on a quarterly basis.

RELATED PARTY TRANSACTION

A policy on materiality of Related Parties and dealings with Related Party Transactions has been formulated by the Board of Directors and has also been uploaded on the website of the Company at www.erosmediaworld.com.

The objective of the Policy is to ensure due and timely identification, approval, disclosure reporting and transparency of transactions between Company and any of its Related Parties in compliance with the applicable laws and regulations, as may be amended from time to time.

Insider Trading Regulations

The Company has instituted a comprehensive code of conduct for its Directors, Key Managerial Personnel, Senior Management Personnel, Designated Persons and third parties such as auditors, consultants, etc. who are expected to have access to unpublished price sensitive information relating to the Company in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The objective of the Code is to prevent purchase and/or sale of securities of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Directors, Key Managerial Personnel and Senior Management Personnel, Designated Persons, their immediate relatives and such others connected person, are completely prohibited from dealing in the Company's shares during the closure of Trading Window. Further, the Code specifies the procedures to be followed and disclosures to be made by Directors, Key Managerial Personnel, Senior Management Personnel and such other Designated Persons, while dealing with the securities of the Company and enlists the consequences of any violations.

The Annual disclosures as required from Directors, Key Managerial Personnel, Senior Management Personnel and other Designated Employees for adherence to this Code during the financial year 2021-2022 have been received by the Company.

The Company Secretary has been appointed as the Compliance Officer for monitoring adherence to the Code.

The Code is uploaded on the Company's website at www.erosmediaworld.com.

SECRETARIAL AUDIT

S.G & Associates, firm of Company Secretaries, carried out various compliance and secretarial audits during the year:

- Quarterly Secretarial Audit
- Annual Secretarial Audit as required under Section 204 of the Act & applicable Rules thereto.
- Secretarial Compliance Report to Stock Exchanges pursuant to SEBI's Circular CIR/CFD/CMD1/27/2019 dated 8 February 2019.

Report issued by S.G & Associates in Form No. MR-3 is attached and forms part of Directors Report.

GREEN INITIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to Shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

CEO / CFO CERTIFICATION

Mr. Pradeep Dwivedi, Chief Executive Officer and Mr. Rajesh Chalke, Chief Financial Officer of the Company has provided certification on financial reporting and internal controls to the Board as required under Regulation 17(8) of the SEBI Listing Regulations, copy of which is attached to this Report. The Chief Executive Officer and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the SEBI Listing Regulations.

The Company has complied with all the mandatory requirements of Corporate Governance Report as stated under SEBI Listing Regulations.

COMPLIANCE OF DISCRETIONARY REQUIREMENTS

The Company has adopted the following discretionary requirements stated under Part E of Schedule II of Regulation 27(1) of SEBI Listing Regulations: -

A. The Board

The Chairman i.e. Mr. Dhirendra Swarup is a Non-Executive Independent Director and the Company maintains the Chairman's office at its expense and reimburses all expenses incurred in performance of duties by the Chairman.

B. Separate posts of chairperson and chief executive officer

The Company has appointed separate persons for the post of Chairperson of the Company and Chief Executive Officer. Mr. Dhirendra Swarup act as the Chairperson of the Board whereas Mr. Pradeep Dwivedi is the Chief Executive Officer of the Company.

C. Reporting of Internal Auditor

The Company has appointed Baker Tilly DHC Advisory LLP, Chartered Accountant as Internal Auditor of the Company to review the adequacy and effectiveness of internal control & governance process in the Company through periodic audits. The Internal Audit Report contains their finding and suggestions for improvement which are periodically tabled before the Audit Committee for their review.

COMPLIANCE WITH CORPORATE GOVERNANCE MANDATORY REQUIREMENTS

The Company has complied with the all the required requirements specified under Regulation 17 to Regulation 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations and the disclosure of the compliance status forms part of this Report.

OTHER DISCLOSURES

- No treatment different from the Indian Accounting Standards (Ind AS), prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of financial statements.
- The Company has in place the mechanism to inform Board members about the risk assessment and minimisation procedures and periodical reviews to ensure that risk is controlled by the Executive Management.
- During the year, the Company did not make any public issue, right issue, preferential issue, etc. and hence it did not receive any proceeds from any such issues. The proceeds received from public issue made in 2010, were appropriately utilized.
- The Company is fully compliant with the applicable mandatory requirements under SEBI Listing Regulations, relating to Corporate Governance.

- The Company has laid down the Whistle Blower mechanism for employees and its stakeholders of the Company to report to the management about any instances of unethical behaviour, actual or suspected fraud, illegal or unethical practices in the Company.
- The Auditors' Qualification has been appropriately dealt with in Note No. 55 of the Notes to the standalone financial statements.
- Pursuant to the requirements of Regulation 34 (3) read with Schedule V of the SEBI Listing Regulations, the details of Loans/Advances made to and investments made in the subsidiary have been furnished in Notes forming part of the Accounts.
- Certificate from a Company Secretary in Practice on confirming directors are not debarred or disqualified by SEBI/MCA or any statutory authority is published as an annexure to this Report.
- The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor is ₹ 171 Lakh.
- During the year, there were no complaints filed, disposed or pending relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Code of Conduct

The Board has laid down a Code of Business Conduct and Ethics for all the Directors, Key Managerial Personnel and Senior Managerial Personnel of the Company in accordance with the requirement under Regulation 17(5) of SEBI Listing Regulations. The Code has also been posted on the website of the Company at www.erosmediaworld.com. All the Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed their compliance with the said Code for the Financial Year ending 31 March 2022.

A declaration to this effect signed by the Executive Vice Chairman & Managing Director of the Company is provided below in this Report.

In accordance with Schedule IV of the Act, a separate Code of Conduct for the Independent Directors has been adopted by the Company. The said Code states, *inter-alia*, the duties, roles and responsibilities of Independent Directors and it has also been posted on the website of the Company at www.erosmediaworld.com.

All Independent Directors have confirmed to the Company that they have adhered to and complied with the said Code for the financial year end 31 March 2022.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

To the best of my knowledge and belief, I hereby affirm that all the Board Members and Senior Management Personnel of the Company have fully complied with the provisions of the code of conduct as laid down by the Company for Directors and Senior Management Personnel during the financial year ended on 31 March 2022.

For and on behalf of the Board
Eros International Media Limited

Sunil Arjan Lulla
Executive Vice Chairman & Managing Director
DIN: 00243191

Date: 12 August 2022
Place: Mumbai

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Eros International Media Limited

We have examined the compliance of the conditions of Corporate Governance by **Eros International Limited ("the Company"),** for the year ended on March 31, 2022 as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C,D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with corporate governance requirements by the Company.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2022.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **SG & Associates**
Practicing Company Secretaries

Suhas Ganpule
Proprietor
Membership No: 12122
C. P. No: 5722
UDIN: AO12122D000784817

Place: Mumbai
Date: 12.08.2022

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Eros International Media Limited
201, Kailash Plaza Opp Laxmi Industrial Estate
Off Andheri Link Road, Andheri (W),
Mumbai-400053, Maharashtra

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s Eros International Media Limited having CIN: L99999MH1994PLC080502 and having registered office at 201, Kailash Plaza Opp Laxmi Industrial Estate Off, Andheri Link Road, Andheri (W) Mumbai-400053, Maharashtra (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Bindu Saxena	00167802	26/09/2019
2.	Sunil Arjan Lulla	00243191	19/08/1994
3.	Kishore Arjan Lulla	02303295	28/09/2009
4.	Dhirendra Swarup	02878434	10/02/2010
5.	Pradeep Kumar Dwivedi	07780146	14/08/2021
6.	Manmohan Kumar Sardana	09294639	31/08/2021

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **MNK and Associates LLP**
Company Secretaries
FRN: L2018DE004900

Mohd Nazim Khan
Designated Partner
FCS: 6529, CP: 8245
UDIN No.: F006529D000433615

Place: New Delhi
Date: 30.05.2022

Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT

To the Members of
EROS INTERNATIONAL MEDIA LIMITED

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Financial Statements of **EROS INTERNATIONAL MEDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (" the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including Other Comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

Basis for Qualified Opinion

With reference to Note 55 of the Standalone Financial Statements, the Company has trade receivables of ₹40,645 Lakhs from Eros Worldwide FZ LLC ("EWW")(" Company having significant influence"), and ₹8,652 Lakhs from Eros International Limited UK (fellow subsidiary of EWW) and ₹2,884 Lakhs from Eros International USA Inc. (fellow subsidiary of EWW). Dues of EWW of ₹32,577 Lakhs are overdue. As per the management accounts for year ended March 31, 2022 provided to us, net worth of these companies has been eroded and has incurred losses in that year. Further, EWW has made significant write down in the carrying amount of film content. Considering the financial position of these companies, we are unable to obtain sufficient appropriate audit evidence to comment on the extent of the recoverability of the carrying value of the above receivables and the consequential effects on standalone financial statements.

We conducted our audit in accordance with the Standards on Auditing ("SA") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Standalone Financial Statements.

Material Uncertainty related to Going Concern

With reference to Note 53 of the Standalone Financial Statements, the economic uncertainty created by the novel coronavirus has resulted in significant business disruptions for film distributer and broadcasting companies. Company's current liabilities exceed the current assets as on March 31, 2022. These conditions, along with other matter as set forth in the aforesaid note, indicate the existence of a material uncertainty with respect to the Company's assessment to continue as a going concern and such assumption depends on the Company's monetizing of the film/music library by way of long term contracts, recovery of the dues from the Eros Worldwide FZ LLC and raising of funds by way of planned issue of share warrants.

Our opinion is not modified in respect of this above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements:-

Key Audit Matters	Response to Key Audit Matters
Content Advances ***(Refer note 4)***	
Company enters into agreements with production houses to develop future film content. Advances are given as per terms of agreements. Such content advances are monitored by management of the Company for recoverability and appropriate write offs are taken when film production does not seem viable and refund of advance is not probable basis management evaluation. The Content advances are transferred to film and rights at the point at which the content is first exploited. Provision is made as per provision policy in respect of content advances against which content has not been delivered by vendor within agreed timelines or where projects are at standstill/ put on hold for substantial period of time. Because of the significance of content advances to the balance sheet and of the significant degree of management judgment involved in evaluating the adequacy of the allowance for content advances, we identified this area as key audit matter.	Our audit procedures with respect to content advance, delivery of the content and it's impairment included and were not limited to following: • Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key controls over the processes of authorisation of content advances and tracking of receipt of related content as per agreement. • Examination of contracts on sample basis entered by the Company and agreeing with the schedule of content advance. • Examination of the approvals of write off where amounts are not recoverable. • Testing of the amounts transferred to film and rights account on sample basis on delivery of content by vendor. • Circulating and obtaining independent confirmations from parties on the outstanding balances on sample basis. Testing the reconciliation, if any between the balances confirmed by party and balance in the books. • Conducting discussion with the management and reviewing, on sample basis, the project status prepared by management for determining the adequacy of impairment provisions where balances are still pending to be adjusted against the content to be delivered by the party. • In respect of projects as referred in note 4 of the standalone financial statement, the deliveries against the content advances aggregating to ₹1,27,658 Lakhs on which provision has been already made to ₹97,868 have been delayed due to Company's inability to provide timely funds to production houses. We inquired with the management of the future plans to monetise these advances. Management expects to raise the additional funds (*refer paragraph under heading "Material Uncertainty relating to Going Concern*), negotiate with production houses to complete these projects in planned manner. Management is of the opinion that no additional provisioning is required in this regard.
Revenue Recognition *(Refer note 1 and para 'a' of the significant accounting policies)*	
The Company recognize theatrical income, license Fees and distribution revenue, net of sales related taxes, when control of the underlying products have been transferred along with satisfaction of performance obligation. Recognition of revenue is driven by specific terms of related contracts. The various streams of revenue, together with the level of judgement involved make its accounting treatment for revenue a significant matter for our audit.	Our audit procedures to assess the appropriateness of revenue recognised included and were not limited to following: • Obtaining an understanding of an assessing the design, implementation and operating effectiveness of the Company's key internal controls over the revenue recognition process. • Examination of significant contracts entered into close to year end to ensure revenue recognition is made in correct period. • Testing a sample of contracts from various revenue streams by agreeing information back to contracts and proof of delivery or transmission as appropriate and ensure revenue recognition is in accordance with principles of Ind AS 115. • Assessing the adequacy of Company's disclosure in accordance with requirements of Ind AS 115.
Amortisation of Film and Content Rights *(Refer note 1 and para 'c' of the significant accounting policies)*	
The cost incurred on acquisition of film and content rights are amortised over the period. Company carries out stepped up amortisation of film content, with higher amortisation in year of film release and lower amortisation in later periods as per the policy disclosed in significant accounting policy. Such amortisation policy has been derived basis management's expectation of overall performance of films based on historical trends. The Company maintains detailed content wise information relating to historical trends and future benefits from content through theatrical sales, sale of satellite or television and other forms of monetisation of the content. Determination of amortisation policy and assessing impairment of content asset involves significant judgement and estimates since it is dependent on various internal and external factors. Because of the significance of the amortisation of content and film rights to balance sheet together with the level of judgement involved make its accounting treatment a significant matter for our audit.	Our audit procedures to test amortisation/ impairment of film content included and were not limited to following: • Assessing the design, implementation and operating effectiveness of the Company's key internal controls over the processes of maintenance and updation of master files containing data on the film rights carrying value and the related amortisation computations thereof. • Testing, on sample basis, the mathematical accuracy of the acquisition cost of film and content rights, associated amortisation charge and additions and disposals to third party supporting documents. • Discussing the expectations of the selected films and shows with key personnel, including those outside of finance, to ensure its consistency of expected performance with key assumptions. • Determining the overall assumptions used by management for amortisation policy is appropriate based on the expected utilisation of benefits of the underlying content. • Assessing management's historical forecasting accuracy by comparing past assumptions to actual outcomes. • The carrying value of the content and film cost were tested for impairment based on the valuation model. We tested the historical data used for valuation, challenged the terminal growth and discount rates used and considered the reasonableness of the sensitivity assessment applied.

Trade Receivables

(Refer note 1 and para 'f' of the significant accounting policies)

The Company is required to regularly assess the recoverability of its trade receivables. Management assesses the level of allowance for expected credit loss required at each reporting date after taking into account the ageing analysis of trade receivables and other historical and current factors specific to individual accounts.

The recoverability of trade receivables was significant to our audit because of the significance of trade receivables to balance sheet and involvement of significant degree of management judgement involved in evaluating the adequacy of the allowance for expected credit loss.

Our audit procedures to assess the recoverability of trade receivables included and were not limited to following:

- Tested the accuracy of aging of trade receivables at year end on a sample basis.
- Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers related to the recoverability of outstanding amount and to consider if any additional provision should be made.
- Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any.
- Examination of the approvals of write off where amounts are not recoverable.
- Circulating and obtaining independent customers confirmation on the outstanding balances on sample basis. Testing the reconciliation, if any between the balances confirmed by customer and balance in the books on sample basis.
- In assessing the appropriateness of the overall provision for expected credit loss we considered the management's application of policy for recognizing provisions which included assessing whether the calculation was in accordance with IND AS 109 and comparing the Company's provisioning rates against historical collection data.

Related Party Transactions

(Refer Note 43)

The Company has undertaken transactions with its related parties in the ordinary course of business at arm's length. These include transactions in the nature of investments, loans, sales etc. as disclosed in note 43 to the standalone Ind AS financial statements.

Considering the significance of transactions with related parties and regulatory compliances thereon, related party transactions and its disclosure as set out in respective notes to the financial statements has been identified as key audit matter.

Our procedures/ testing included the following:

- Obtained and read the Company's policies, processes and procedures in respect of identifying related parties, obtaining approval, recording and disclosure of related party transactions.
- Read minutes of shareholder meetings, board meetings and minutes of meetings of those charged with governance in connection with Company's assessment of related party transactions being in the ordinary course of business at arm's length;
- Tested, related party transactions with the underlying contracts, confirmation letters and other supporting documents;
- Agreed the related party information disclosed in the financial statements with the underlying supporting documents, on a sample basis.
- Also reviewed the assessment of the recoverability from the related parties based on group's cash flow plan prepared by the Management.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditor's report thereon. Such other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information in Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of the Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position, Financial Performance including other comprehensive income, cash flows and the statement of changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   a) We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b) Except for the effects of matters described in the "Basis for Qualified Opinion" paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income , the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
   d) Except for the effects of matters described in the "Basis for Qualified Opinion" paragraph above, in our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act;
   e) The matter described in the "Basis of Qualified Opinion" paragraph above, the matter described under Material Uncertainty Related to the Going Concern paragraph above and under "Qualified Opinion" paragraph in Annexure B to this report in our opinion, may have adverse effect on the functioning of the Company.
   f) On the basis of written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act;
   g) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting with reference to these Standalone Financial Statements;

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Executive Vice Chairman and Managing Director for the year ended March 31, 2022 is in excess by ₹394 Lakhs vis-à-vis the limits specified in Section 197 of Act read with Schedule V thereto as the Company does not have profits. The Company has represented to us that it is in the process of complying with the prescribed statutory requirements to regularize such excess payments, including seeking approval of shareholders, as necessary.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 40 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) Management has represented to us that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) Management has represented to us that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (2) (i) (iv) (a) & (b) contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No. 101720W/W100355

Amit Chaturvedi
Partner
Membership No. 103141
UDIN:- 22103141AJVMZL1199

Place- Mumbai
Date: 29th May, 2022

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF EROS INTERNATIONAL MEDIA LIMITED

(Referred to in Paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our report of even date)

i) In respect of its Property, Plant and Equipment:-

(a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment on the basis of available information.

(B) The Company has maintained proper records showing full particulars of intangible assets on the basis of available information.

(b) As explained to us, Property, Plant and Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

(c) According to the information and explanations given to us and the records examined by us in respect of immovable properties disclosed as Property, Plant and Equipment (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) in the financial statements are in the name of the Company.

(d) According to information and explanations given to us and books of accounts and records examined by us, Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to information and explanations given to us and the representation provided to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

ii) (a) As explained to us and on the basis of the records examined by us, in our opinion, physical verification of the inventories have been conducted at reasonable intervals by the management and having regard to the size and nature of business of the Company and nature of its inventory, the coverage and procedures of such verification by the management is appropriate. (Films and Web Series where Company owns the rights are verified with reference to the title documents/ agreements). As explained to us and on the basis of the records examined by us, the value of the discrepancies noticed on physical verification by management did not exceed 10% or more in aggregate of each class of inventory.

(b) As per the information and explanation given to us and examination of books of accounts and other records produced before us, in our opinion quarterly returns or statements filed by the Company with banks or financial institutions pursuant to terms of sanction letters for working capital limits secured by current assets are in agreement with the books of account of the Company.

iii) With respect to investments made in or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties:-

a) Loans as disclosed in note no. 14 of the Standalone Financial Statements amounting to ₹51 Lakhs has been granted to three Companies in earlier years which are outstanding at balance sheet date, the Company has not given any loans during the year.

b) In our opinion and according to information and explanations given us and on the basis of our audit procedures, the Company has not made any investment and not provided any guarantees or given security and has not granted any loans and advances in the nature of loans during the year. Consequently, the requirement of clause (iii) (b) of paragraph 3 of the Order is not applicable to the Company.

c) According to the books of accounts and records examined by us in respect of the loans, there is no stipulation of schedule of repayment of principal and payment of interest in respect of loans granted.

d) In respect of the said loan and interest thereon, there are no overdue amounts.

e) The Company has not renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties. Consequently, the requirement of clause (iii) (e) of paragraph 3 of the Order is not applicable to the Company.

f) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the Company has granted loan to three parties either repayable on demand or without specifying any terms of period of repayment. In respect of the said loan:-

(₹ in Lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans	51	-	51
- Repayable on Demand (A)	51	-	51
- Agreement doesn't specify any terms or period of repayment (B)	-	-	-
Total (A+B)	51	-	51
Percentage of loans to the total loans	100%	-	100%

iv) The Company has not directly or indirectly advanced loan to the person or given guarantees or securities in connection with the loan taken by persons covered under Section 185 of the Act. The Company has complied with the provisions of the Section 186 of the Act, in respect of investments, loans, guarantee or security given.

v) According to the information and explanations given to us, the Company has not accepted any deposits and there are no amounts which are deemed to be deposit, within the meaning of provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.

vi) To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the activities undertaken by the Company.

vii) In respect of Statutory dues :-

a. According to the records of the Company, undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable to it have not been regularly deposited to the appropriate authorities and there have been significant delays in a large number of cases. According to the information and explanations given to us, following are the undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2022 for a period of more than six months from the date of becoming payable:-

Sr. No.	Name of Statue	Nature of Dues	Amount (₹ in Lakhs)	Period to Which the amount relates	Due Date	Date of Payment
1	Income Tax Act, 1961	Income tax	115	Assessment year 2016-17	31-03-2016	Unpaid
		Interest on Income Tax	762	Assessment year 2016-17	31-03-2016	Unpaid
		Income tax	18	Assessment year 2017-18	31-03-2017	Unpaid
		Interest on Income Tax	1,647	Assessment year 2017-18	31-03-2017	Unpaid
		Income tax	26	Assessment year 2018-19	31-03-2018	Unpaid
		Interest on Income Tax	221	Assessment year 2018-19	31-03-2018	Unpaid
		Income tax	3,446	Assessment year 2019-20	31-03-2019	Unpaid
		Interest on Income Tax	3,259	Assessment year 2019-20	31-03-2019	Unpaid
2	Goods and Service Tax	GST Liability	0.46	For FY 2020-21 and FY 2021-22	Various dates	Unpaid
		Interest on GST	0.06			
		Interest on GST	69	For FY 2017-18	Various dates	Unpaid
		Interest on GST	204	For FY 2018-19	Various dates	Unpaid
		Interest on GST	54	For FY 2019-20	Various dates	Unpaid
3	Income Tax Act, 1961	Tax Deducted at Source	550	For FY 2021-22	Various dates	Unpaid
		Interest on TDS	0.94	For FY 2021-22	Various dates	Unpaid

b. According to the information and explanations given to us, there are no dues of goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable to it, which have not been deposited as on March 31, 2022 on account of any dispute, except the disputed statutory dues aggregating to ₹46,735 Lakhs on account of disputed matters pending before the appropriate authorities as under:-

Sr. No.	Name of Statue	Nature of Dues	Amount (₹ in Lakhs)	Amount paid under protest (₹ In Lakhs)	Period to Which the amount relates	Forum where dispute is Pending
1	Finance Act, 1994	Service Tax, Penalties and Interest	31,350	1,000	From FY 2009-10 to FY 2013-2014	Customs Excise and Service Tax Appellate Tribunal
			13,331	-	From FY 204-15 to June 2017	Office of Commissioner of CGST/ Central Excise
		Reversal of CENVAT Credit	395	-	From FY 2013-14 to June 2017	Office of Commissioner of CGST/ Central Excise
		Non/Short Levy on Imports	69	-	From F.Y.2013-14 to F.Y.2015-16	Office of Commissioner of CGST/ Central Excise
2	Income Tax Act, 1961	Income Tax	5	-	AY 2014-15	Jurisdictional AO
			60	-	Various AY From 2012-13 to AY 2016-17	CIT(A)
			3	-	AY 2003-04 and AY 2004-05	CIT(A)
			9	-	AY 2017-18 to AY 2019-20	CIT(A)
			37	-	AY 2004-05	Bombay High Court
3	Maharashtra Value Added Tax, 2002/ Central Sales Tax	Sales Tax	1,476	80	Various Years From FY 2005-06 to FY 2016-17	Joint Commissioner of sales tax (Appeals)

viii) According to the information and explanations given to us and the representation provided to us by the management, there are no transactions which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961(43 of 1961). Consequently, the requirement of clause (viii) of paragraph 3 of the Order is not applicable to the Company.

ix) (a) In our opinion and according to the information and explanations given and books of accounts and records examined by us, the Company has defaulted in repayment of borrowings and in the payment of interest thereon as under:-

(₹ In Lakhs)

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date	Interest	Principal	No. of days delay	No. of days unpaid	Remarks, if any
Funded Interest Term Loan (“FITL”)	IDBI Bank Limited	28	28	-	1-30 days	-	-
	Indian Overseas Bank Limited	48	6	42	1-30 days	-	-
		42	-	42	-	1 day	-
	State Bank of India	110	34	76	1-30 days	-	-
		80	3	77	-	1 day	-
Packing Credit	Indian Overseas Bank Limited	11	11	-	1-30 days	-	-
Term Loan	Bank of Baroda	39	39	-	1-30 days	-	-
	IDBI Bank Limited	59	59	-	1-30 days	-	-
	Punjab National Bank	15	15	-	1-30 days	-	-
		1	1	-	-	1 day	-
	Union Bank of India	15	15	-	1-30 days	-	-
		3	3	-	-	1 day	-
Working Capital Loan	IDBI Bank Limited	88	88	-	1-30 days	-	-
	Indian Overseas Bank Limited	6	6	-	1-30 days	-	-
	State Bank of India	291	291	-	1-30 days	-	-
Working Capital Term Loan	Bank of Baroda	72	72	-	1-30 days	-	-
	Indian Overseas Bank	191	39	152	1-30 days	-	-
	Punjab National Bank	135	51	84	1-30 days	-	-
		90	6	84	-	1 day	-
	State Bank of India	92	37	55	1-30 days	-	-
		60	4	56	-	1 day	-
	Union Bank of India	77	20	57	1-30 days	-	-
		61	4	57	-	1 day	-
Loan Against Shares (“LAS”)	Others	3,317	351	2,967	1-275 days	-	-
		38	38	-	More than 365 days	-	-
		189	189	-	-	1-450 days	-

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given and records examined by us, the money raised by way of term loans have been applied prima facie for the purpose for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Financial Statements of the Company, we report that the Company has used funds raised on short term basis aggregating to ₹ 8,772 Lakhs for long-term purposes. However during the year the Company has not raised any short term loans.

(e) In our opinion, and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion, and according to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and hence clause (x) (a) of paragraph 3 of the Order is not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

xi) (a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and as per information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) In our opinion and according to the information and explanations given to us and as represented to us by the Management, there are no reports under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.

xii) In our opinion Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.

xiii) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act and their details have been disclosed in the financial statements etc., as required by the applicable Accounting Standards.

xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under Section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.

xvi) (a) To the best of our knowledge and as explained, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) In our opinion, and according to the information and explanations provided to us and on the basis of our audit procedures, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per the Reserve bank of India Act 1934.

(c) In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) The Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause (xvi)(d) of the Order is not applicable.

xvii) The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we observe that there exists material uncertainty as on the date of the audit report indicating that the Company may not be capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We further refer to various assumptions and remedial measures planned by the management as stated under paragraph "*Material uncertainty related to Going Concern*" of our report with respect to the use of going concern assumption for the preparation of the financial statement. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) In our opinion and according to the information and explanations given to us, there are no unspent amounts in compliance with provisions of Section 135 of the Act; hence this clause is not applicable to the Company.

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No. 101720W/W100355

Amit Chaturvedi
Partner
Membership No. 103141
UDIN:- 22103141AJVMZL1199

Place- Mumbai
Date: 29th May, 2022

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF EROS INTERNATIONAL MEDIA LIMITED

(Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **EROS INTERNATIONAL MEDIA LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to these Standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference To These Standalone Financial Statements

A Company's internal financial control over financial reporting with reference to these Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference To These Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Standalone Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, we have identified material weakness as at March 31, 2022 with regards advances given for content development which has remained under production for a substantial period of time. The controls over assessing the further development or alternative arrangements needs to be strengthen failing which the advances may be potentially not recovered and written off in future.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weakness described above on the achievement of the objective of the control criteria, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2022 standalone financial statements, and the material weakness do not affect our opinion on the standalone financial statements.

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No. 101720W/W100355

Amit Chaturvedi
Partner
Membership No. 103141

UDIN:- 22103141AJVMZL1199
Place- Mumbai
Date: 29th May, 2022

Balance Sheet
as at 31 March 2022

Amount ₹ in lakhs

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
Assets			
Non-current assets			
Property, plant and equipment	3	4,154	4,961
Intangible assets			
a) Content advances	4	29,790	35,437
b) Film rights	4	19,237	29,145
c) Other intangible assets	4	54	48
d) Intangible assets under development		321	324
Financial assets			
a) Investments	5	4,492	4,502
b) Loans	6	545	545
c) Restricted bank deposits	7	1	98
d) Other financial assets	8	278	280
Other non-current assets	9	6,596	6,634
Total non-current assets		**65,468**	**81,974**
Current assets			
Inventories	10	850	850
Financial assets			
a) Trade receivables	11	65,099	46,081
b) Cash and cash equivalents	12	152	874
c) Restricted bank deposits	13	535	2,754
d) Loans and advances	14	614	838
e) Other financial assets	15	48	90
Other current assets	16	513	110
Total current assets		**67,811**	**51,597**
Total assets		**1,33,279**	**1,33,571**
Equity and Liabilities			
Equity			
Equity share capital	17	9,588	9,586
Other equity	18	11,888	11,518
Total equity		**21,476**	**21,104**
Liabilities			
Non-current liabilities			
Financial liabilities			
a) Borrowings	19	6,124	4
b) Trade payables	20		
i) Total outstanding dues of micro and small enterprises		-	-
ii) Total outstanding dues of creditors other than micro and small enterprises		19,082	17,999
c) Lease liabilities		1,108	1,649
d) Other financial liabilities	21	25	25
Employee benefit obligations	22	243	265
Deferred tax liabilities	23	-	-
Other non-current liabilities	24	8,638	2,521
Total non-current liabilities		**35,220**	**22,463**
Current liabilities			
Financial liabilities			
a) Borrowings	25	46,885	56,094
b) Acceptances	26	-	1,400
c) Trade payables			
i) Total outstanding dues of micro and small enterprises		56	-
ii) Total outstanding dues of creditors other than micro and small enterprises		9,734	12,673
d) Lease liabilities		541	488
e) Other financial liabilities	27	2,793	3,459
Employee benefit obligations	28	227	239
Other current liabilities	29	9,584	8,112
Current tax liabilities	30	6,763	7,539
Total current liabilities		**76,583**	**90,004**
Total liabilities		**1,11,803**	**1,12,467**
Total equity and liabilities		**1,33,279**	**1,33,571**

Notes 1 to 59 form an integral part of these standalone financial statements
As per our report of even date

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

For and on behalf of Board of Directors

Sunil Lulla
Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Place: Mumbai
Date : 29 May 2022

Statement of Profit and Loss

for the year ended as at 31 March 2022

Amount ₹ in lakhs

Particulars	Notes	Year ended 31 March 2022	Year ended 31 March 2021
Revenue			
Revenue from operations (net)	31	21,868	24,450
Other income	32	3,893	6,814
Total revenue		**25,761**	**31,264**
Expenses			
Film right costs including amortization costs	33	10,391	22,386
Changes in inventories of film rights	34	-	(846)
Employee benefits expense	35	3,227	3,138
Finance costs (net)	36	5,635	10,943
Depreciation and amortisation expense	37	312	610
Other expenses	38	5,836	10,880
Total expenses		**25,401**	**47,111**
Profit/(Loss) before tax		**360**	**(15,847)**
Tax expense			
Current tax		-	-
Deferred tax		-	-
Short/(excess) provision of earlier years		-	1,136
		-	**1,136**
Profit/(Loss) after tax for the year		**360**	**(16,983)**
Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
Remeasurement gain/(loss) on defined benefit plan		10	(14)
Income tax effect (net)		-	-
Total comprehensive income for the year		**370**	**(16,997)**
Earnings per share			
Basic (in ₹) (nominal value ₹ 10)	39	0.38	(17.74)
Diluted (in ₹) (nominal value ₹ 10)		0.38	(17.74)

Notes 1 to 59 form an integral part of these standalone financial statements

As per our report of even date

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

Place: Mumbai
Date : 29 May 2022

For and on behalf of Board of Directors

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Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Statement of Changes in Equity
for the year ended as at 31 March 2022

A. Equity share capital	Number	Amounts ₹ in lakhs
Balance as at 31 March 2020	**9,56,29,023**	**9,563**
Add: Issued on exercise of employee share options	2,35,795	24
Balance as at 31 March 2021	**9,58,64,818**	**9,586**
Add: Issued on exercise of employee share options	20,054	2
Balance as at 31 March 2022	**9,58,84,872**	**9,588**

B. Other equity

Amount ₹ in lakhs

Particulars	Share Premium Account	General Reserves	Share Options Outstanding	Retained Earnings	Other comprehensive income / (loss)	Total other equity
Balance as at 31 March 2020	41,777	526	1,215	(15,281)	180	28,417
Profit/(loss) for the year	-	-	-	(16,983)	-	(16,983)
Acturial gain / (loss) on employee benefit plans through OCI	-	-	-	-	(14)	(14)
Total Comprehensive income/ (loss) for the year	**-**	**-**	**-**	**(16,983)**	**(14)**	**(16,997)**
Transfer from/to share option outstanding account	451	-	(451)	-	-	(0)
Employee stock option compensation expense	-	-	98	-	-	98
Balance as at 31 March 2021	**42,228**	**526**	**862**	**(32,264)**	**166**	**11,518**
Profit/(loss) for the year	-	-	-	360	-	360
Acturial gain / (loss) on employee benefit plans through OCI	-	-	-	-	10	10
Total Comprehensive income/ (loss) for the year	**-**	**-**	**-**	**360**	**10**	**370**
Transfer from/to share option outstanding account	36	-	(36)	-	-	-
Balance as at 31 March 2022	**42,264**	**526**	**826**	**(31,904)**	**176**	**11,888**

As per our report of even date

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

Place: Mumbai
Date : 29 May 2022

For and on behalf of Board of Directors

Sunil Lulla
Executive Vice Chairman
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(DIN: 00243191)

Pradeep Dwivedi
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Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Cash Flow Statement
for the year ended 31 March 2022

Amount ₹ in lakhs

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Cash flow from operating activities		
Profit/(loss) before tax	**360**	**(15,847)**
Non-cash adjustments to reconcile Profit before tax to net cash flows		
Depreciation and amortisation	8,890	13,873
Bad debts and trade receivables written off	2	1,069
Sundry balances written back	(1,546)	(1,648)
Content advances written off	-	5,596
Provision/(Reversal of provision) for doubtful advances	4,036	531
Reversal of Provision of Impairment of Content advance	(1,172)	(3,284)
Unwinding of interest on expected credit loss	-	(21)
Finance costs	5,672	11,150
Interest income	(37)	(578)
Gratuity	53	56
(Gain) on sale of tangible assets (net)	-	(1)
Impairment loss on Investment	10	-
Expense on employee stock option scheme	-	98
Unrealised foreign exchange gain	(25)	(652)
Operating profit before working capital changes	**16,243**	**10,342**
Movements in working capital:		
(Decrease) in current liabilities	7,588	(6,844)
Increase/(Decrease) in other financial liabilities	398	138
Increase/(Decrease) in trade payables	4,890	15,985
(Decrease) in employee benefit obligations	162	(184)
Decrease in inventories*	(0)	-
(Increase)/Decrease in trade receivables	(18,267)	6,907
(Increase)/Decrease in other current assets	(403)	(184)
(Increase) /Decrease in other non- current assets	37	(2,796)
(Increase)/Decrease in short-term loans and advances	224	(118)
(Increase)/Decrease in other financial assets	(2)	1
Cash generated from operations	**10,870**	**23,247**
Taxes paid (net)	**(953)**	**(2,301)**
Net cash generated from operating activities (A)	**9,917**	**20,946**
Cash flow from investing activities		
Purchase of tangible assets	(32)	(146)
Purchase of intangible film rights and related content	(2,609)	(10,829)
Deposits with banks (net)	2,317	798
Proceeds from sale of fixed assets	5	6
Interest income	79	186
Net cash used in investing activities (B)	**(240)**	**(9,985)**

Cash Flow Statement
for the year ended 31 March 2021

Amount ₹ in lakhs

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Cash flows from financing activities		
Proceeds from issue of equity shares (net)	2	24
Repayment of long-term borrowings	(3,121)	(2,274)
Proceeds from long-term borrowings	1,500	-
Change in short-term borrowings	(2,881)	(2,189)
Finance charges (net)	(5,899)	(5,750)
Net cash flow from / (used) in financing activities (C)	**(10,400)**	**(10,189)**
Net Increase/(decrease) in cash and cash equivalents (A + B + C)	**(722)**	**772**
Cash and cash equivalents at the beginning of the year	**874**	**102**
Cash and cash equivalents at the end of the year (refer note 12)	**152**	**874**

*amount represents less than ₹ one lakh

Change in liability arising from financing activities ;-

Particulars	Non current borrowings	Current borrowing	Acceptances	Total
As on 31 March 2020	8,677	49,423	1,400	59,500
Cash Flows	(2,274)	(2,189)	-	(4,463)
Adjustments	-	2,462	-	2,462
As on 31 March 2021	**6,402**	**49,696**	**1,400**	**57,499**
Cash Flows	(1,621)	(2,881)	-	(4,502)
Adjustments*	7,967	(6,555)	(1,400)	12
As on 31 March 2022	**12,748**	**40,260**	**-**	**53,009**

* Pertains to OTR under RBI Resolution Framework (refere note 52).

Notes 1 to 59 form an integral part of these standalone financial statements

As per our report of even date

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

Place: Mumbai
Date : 29 May 2022

For and on behalf of Board of Directors

Sunil Lulla
Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Summary of significant accounting policies

and explanatory notes to the standalone financial statements

Corporate Information

Eros International Media Limited (the 'Company') was incorporated in India, under the Companies Act, 1956. The Company is a global player within the Indian media and entertainment industry and is primarily engaged in the business of film production, exploitation and distribution. It operates on a vertically integrated studio model controlling content as well as distribution and exploitation across multiple formats globally, including cinema, digital, home entertainment and television syndication. Its shares are listed on leading stock exchanges in India (BSE Scrip Code: 533261; NSE Scrip Code: EROSMEDIA).

These separate financial statements were authorised for issue in accordance with a resolution passed in the Board of Directors meeting held on 29 May 2022.

Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

Basis of preparation

The financial statements have been prepared on accrual basis of accounting using historical cost basis, except certain investment, Employee Stock Option Plan ('ESOP') Compensation and forward contracts are measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. The Company considers 12 months to be its normal operating cycle.

All values are rounded to the nearest rupees in Lakhs, except where otherwise indicated. Amount in zero (0) represents amount below one (1) lakh.

1. Significant accounting policies

a. Revenue recognition

Revenue from contracts are recognized only when the contract has been approved by the parties to the contract and creates enforceable rights and obligations.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue do not include the taxes collected from the customer on behalf of taxing authorities. To ensure collectability of such consideration and financial stability of the counterparty, the Company performs certain standard Know Your Client (KYC) procedures based on their locations and evaluates trend of past collection.

Revenue is measured based on the transaction price, which is the consideration, adjusted for any discounts and incentives, if any, as specified in the contract with the customer. In case of variable consideration, the Company estimates, at the contract inception, the amount to be received using the "most likely amount" approach, or the "expected value" approach, as appropriate. This amount is then included in the Company's estimate of the transaction price only if it is highly probable that a significant reversal of revenue will not occur once any uncertainty associated with the variable consideration is resolved. In making this assessment the Company considers its historical performance on similar contracts.

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as deferred revenue under other current liabilities in the statement of financial position (see Note 29). Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognises either a contract asset or a receivable in its balance sheet , depending on whether something other than the passage of time is required before the consideration is due.

Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional. Generally, the credit period varies between 0-180 days from the shipment or delivery of goods or services as the case may be.

The transaction price, being the amount to which the Company expects to be entitled and has rights to under the contract is allocated to the identified performance obligations. The transaction price will also include an estimate of any variable consideration where the Company's performance may result in additional revenues based on the achievement of agreed targets.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

The Company disaggregates revenue from contracts with customers by geography and nature of services.

The following additional criteria apply in respect of various revenue streams within filmed entertainment:

Theatrical — Contracted minimum guarantees are recognized on the theatrical release date. The Company's share of box office receipts in excess of the minimum guarantee is recognized at the point they are notified to the Company.

Television —. In arrangements for television syndication, license fees received in advance which do not meet the revenue recognition criteria, including commencement of the availability for broadcast under the terms of the related licensing agreement, are included in contract liability until the criteria for recognition is met. Revenues from television licensing arrangements are recognized when the feature film or television program is delivered and the period for the exploitation of rights has begun.

Other — DVD, CD and video distribution revenue is recognized on the date the product is delivered or if licensed in line with the above criteria. Provision is made for physical returns where applicable. Digital and ancillary media revenues are recognized at the earlier of when the content is accessed or declared. Visual effects, production and other fees for services rendered by the Company and overhead recharges are recognized in the period in which they are earned and in certain cases, the stage of production is used to determine the proportion recognized in the period.

Other income

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate applicable.

b. Property, plant and equipment and depreciation

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost of Property, Plant and Equipment comprises of its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and borrowing costs for assets that necessarily take a substantial period of time to get ready for their intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Capital Work-in-progress (CWIP) includes expenditure that is directly attributable to the acquisition/construction of assets, which are yet to be commissioned.

Depreciation is provided under written down value method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013.The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is de-recognized.

c. Intangible assets

Intangible assets acquired by the Company are stated at cost less accumulated amortization less impairment loss, if any, (film production cost and content advances are transferred to film and content rights at the point at which content is first exploited).

Investments in films and associated rights, including acquired rights and distribution advances in respect of completed films, are stated at cost less amortization less provision for impairment. Costs include production costs, overhead and capitalized interest costs net of any amounts received from third party investors. A charge is made to write down the cost of completed rights over the estimated useful lives, writing off more in year one which recognizes initial income flows and then the balance over a period of up to nine years, except where the asset is not yet available for exploitation. The average life of the assets is the lesser of 10 years or the remaining life of the content rights. The amortization charge is recognized in the statement of profit and loss within cost of sales. The determination of useful life is based upon Management's judgment and includes assumptions on the timing and future estimated revenues to be generated by these assets, which are summarized in Note 4.

Intangible assets comprising film scripts and related costs are stated at cost less amortization less provision for impairment. The script costs are amortized over a period of 3 years on a straight-line basis and the amortization charge is recognized in the statement of profit and loss within cost of sales. The determination of useful life is based upon Management's estimate of the period over which the Company explores the possibility of making films using the script.

Other intangible assets, which comprise internally generated and acquired software used within the Entity's digital, home entertainment and internal accounting activities, are stated at cost less amortization less provision for impairment. A charge is made to write down the cost of software over the estimated useful lives except where the software is not yet available for use. The average life of the software is the lesser of 3 years or the remaining life of the software. The amortization charge is recognized in the statement of profit and loss.

d. Impairment of non-financial assets

At each reporting date, for the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at the cash generating unit level. All individual assets or cash generating units are tested for impairment whenever events or changes in circumstances both internal and external indicate that the carrying amount may not be recoverable.

An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use'.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Film and content rights are stated at the lower of unamortized cost and estimated recoverable amounts. In accordance with Ind AS 36 Impairment of Assets, film content costs are assessed for indication of impairment on a library basis as the nature of the Company's business, the contracts it has in place and the markets it operates in do not yet make an ongoing individual film evaluation feasible with reasonable certainty. Impairment losses on content advances are recognized when film production does not seem viable and refund of the advance is not probable. Irrespective of existence of indicators of impairment, company makes provision on Content Advances in accordance with the provisioning policy, such that, unadjusted advances are provided over a period of 3 to 5 years.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist.

e. Borrowing costs

The Company is capitalising borrowing costs that are directly attributable to the acquisition or construction of qualifying assets. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized costs with any difference between the proceeds (net of transaction costs) and the redemption value recognised in the income statement within Finance costs over the period of the borrowings using the effective interest method. Finance costs in respect of film productions and other assets which take a substantial period of time to get ready for use or for exploitation are capitalized as part of the assets. All other borrowing costs are recognized as expense in the period in which they are incurred and charged to the Statement of Profit and Loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

f. Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on risk exposure arising from financial assets like debt instruments measured at amortized cost e.g., trade receivables and deposits.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'Other income or other expenses' in the P&L.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

g. Inventories

Inventories primarily comprise of music CDs and DVDs are valued at the lower of cost and net realizable value. Cost in respect of goods for resale is defined as all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost in respect of raw materials is purchase price.

Purchase price is assigned using a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

h. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is more likely than not that an outflow of resources will be required to settle the obligations and can be reliably measured. Provisions are measured at Management's best estimate of the expenditure required to settle the obligations at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are not recognized in the financial statements but are disclosed by way of notes to accounts unless the possibility of an outflow of economic resources is considered remote.

Contingent assets are not recognized in financial statements. However, the same is disclosed, where an inflow of economic benefit is virtual.

i. Employee Benefits

Short term employee benefits obligations

Short-term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which related services are rendered.

Post-employment benefits and other long-term employee benefits

Defined contribution plan

Provident fund & National Pension scheme: The Company's contributions paid or payable during the year to the provident fund, employee's state insurance corporation and National pension scheme are recognized in the Statement of Profit and Loss. This fund is administered by the respective Government authorities, and the Company has no further obligation beyond making its contribution, which is expensed in the year to which it pertains.

Defined benefit plan

Gratuity: The Company's liability towards gratuity is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The cost for past services is recognized on a straight-line basis over the average period until the amended benefits become vested. Re-measurement gains and losses are recognized immediately in the Other Comprehensive

Income as income or expense and are not reclassified to profit or loss in subsequent periods. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

Compensated absences: Accumulated compensated absences are expected to be availed or encashed within 12 months from the end of the year and are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Employee stock option plan

In accordance with Ind AS 102 Share Based Payments, the fair value of shares or options granted is recognized as personnel costs with a corresponding increase in equity. The fair value is measured at the grant date and spread over the period during which the recipient becomes unconditionally entitled to payment unless forfeited or surrendered.

The fair value of share options granted is measured using the Black Scholes model, each taking into account the terms and conditions upon which the grants are made. At each Balance Sheet date, the Company revises its estimate of the number of equity instruments expected to vest as a result of non-market based vesting conditions. The amount recognized as an expense is adjusted to reflect the revised estimate of the number of equity instruments that are expected to become exercisable, with a corresponding adjustment to equity. The Company's share option plan does not feature any cash settlement option.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares are allocated to equity share capital with any excess being recorded as securities premium.

j. Leases

The Company adopted Ind AS 116 'Leases' on April 1, 2019, utilizing the modified retrospective approach, and therefore, results for reporting periods beginning after April 1, 2019 are presented under the new lease standard, while prior periods have not been adjusted.

The Company as a lessee:

The Company assesses, whether the contract is, or contains, a lease at the inception of the contract or upon the modification of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with a term of twelve months or less (short-term leases) and leases for which the underlying asset is of low value (low-value leases). For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or prior to the commencement date of the lease, any initial direct costs incurred by the Company, any lease incentives received and expected costs for obligations to dismantle and remove right-of-use assets when they are no longer used.

Subsequently, the right-of-use assets is measured at cost less any accumulated amortization and accumulated impairment losses, if any. The right-of-use assets are amortized on a straight-line basis from the commencement date of the lease over the shorter of the end of the lease term or useful life of the right-of-use asset.

Right-of-use assets are assessed for impairment whenever there is an indication that the balance sheet carrying amount may not be recoverable using cash flow projections for the useful life.

For lease liabilities at commencement date, the Company measures the lease liability at the present value of the future lease payments as from the commencement date of the lease to end of the lease term. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, the Company's incremental borrowing rate for the asset subject to the lease in the respective markets.

Subsequently, the Company measures the lease liability by adjusting carrying amount to reflect interest on the lease liability and lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a change to the lease terms or expected payments under the lease, or a modification that is not accounted for as a separate lease

The portion of the lease payments attributable to the repayment of lease liabilities is recognized in cash flows used in financing activities. Also, the portion attributable to the payment of interest is included in cash flows from financing activities. Further, Short-term lease payments, payments for leases for which the underlying asset is of low-value and variable lease payments not included in the measurement of the lease liability is also included in cash flows from operating activities.

The Company as a lessor:

In arrangements where the Company is the lessor, it determines at lease inception whether the lease is a finance lease or an operating lease. Leases that transfer substantially all of the risk and rewards incidental to ownership of the underlying asset to the counterparty (the lessee) are accounted for as finance leases. Leases that do not transfer substantially all of the risks and rewards of ownership are accounted for as operating leases. Lease payments received under operating leases are recognized as income in the statement of profit and loss on a straight-line basis over the lease term or another systematic basis. The Company applies another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished.

k. Foreign Currency Transactions

Transactions in foreign currencies are translated at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated at the prevailing rates of exchange at the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Any exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded are recognized in the statement of profit and loss in the period in which they arise. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The Company's functional currency and the presentation currency is same i.e. Indian Rupee.

I. Financial instrument

Non-derivative financial instruments

Financial assets and financial liabilities are recognized when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets or liabilities (other than financial assets and liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in profit or loss. Financial assets and financial liabilities are offset against each other and the net amount reported in the balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Financial Assets

Financial assets are divided into the following categories:

- financial assets carried at amortized cost
- financial assets at fair value through other comprehensive income
- financial assets at fair value through profit and loss;

Financial assets are assigned to the different categories by Management on initial recognition, depending on the nature and purpose of the financial assets. The designation of financial assets is re-evaluated at every reporting date at which a choice of classification or accounting treatment is available. Financial Assets like Investments in Subsidiaries are measured at Cost as allowed by Ind-AS 27 – Separate Financial Statements and hence are not fair valued.

Financial assets carried at amortized cost

The Financial asset is measures at amortized cost if both the following conditions are met:

1. The asset is held within a business model whose objective is to hold the assets for collecting contractual cash flows; and
2. Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (the "EIR") method. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income/other income in the Statement of Profit & Loss.

In accordance with Ind AS 109: Financial Instruments, the Company recognizes impairment loss allowance on trade receivables and content advances based on historically observed default rates. Impairment loss allowance recognized during the year is charged to Statement of Profit and Loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income are non-derivative financial assets held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. It includes non-derivative financial assets that are either designated as such or do not qualify for inclusion in any of the other categories of financial assets. Gains and losses arising from investments classified under this category is recognized in the statement of profit and loss when they are sold or when the investment is impaired.

In the case of impairment, any loss previously recognized in other comprehensive income is transferred to the statement of profit and loss. Impairment losses recognized in the statement of profit and loss on equity instruments are not reversed through the statement of profit and loss. Impairment losses recognized previously on debt securities are reversed through the statement of profit and loss when the increase can be related objectively to an event occurring after the impairment loss was recognized in the statement of profit and loss.

When the Company considers that fair value of financial assets can be reliably measured, the fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Company applies its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. Equity instruments measured at fair value through profit or loss that do not have a quoted price in an active market and whose fair value cannot be reliably measured are measured at cost less impairment at the end of each reporting period.

An assessment for impairment is undertaken at least at each balance sheet date.

A financial asset is derecognized only where the contractual rights to the cash flows from the asset expire or the financial asset is transferred, and that transfer qualifies for derecognition. A financial asset is transferred if the contractual rights to receive the cash flows of the asset have been transferred or the Company retains the contractual rights to receive the cash flows of the asset but assumes a contractual obligation to pay the cash flows to one or more recipients. A financial asset that is transferred qualifies for derecognition if the Company transfers substantially all the risks and rewards of ownership of the asset, or if the Company neither retains nor transfers substantially all the risks and rewards of ownership but does transfer control of that asset.

Financial liabilities

All financial liabilities are recognised initially at its fair value, adjusted by directly attributable transaction costs.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss when the financial liability is held for trading such as a derivative, except for a designated and effective hedging instrument, or if upon initial recognition it is thus designated to eliminate or significantly reduce measurement or recognition inconsistency or it forms part of a contract containing one or more embedded derivatives and the contract is designated as fair value through profit or loss.

Financial liabilities at fair value through profit or loss are stated at fair value. Any gains or losses arising of held for trading financial liabilities are recognized in profit or loss. Such gains or losses incorporate any interest paid and are included in the "other gains and losses" line item.

Financial liabilities at amortized cost

After initial recognition, other financial liabilities (including borrowing and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

A financial liability is derecognized only when the obligation is extinguished, that is, when the obligation is discharged or cancelled or expires. Changes in liabilities fair value that are reported in profit or loss are included in the statement of profit and loss within finance costs or finance income.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when, and only when, there is a legally enforceable right to offset the recognized amount and there is intention either to settle on net basis or to realize the assets and to settle the liabilities simultaneously.

Equity Instrument

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss with all changes recognized in the Statement of Profit and Loss .For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income, the subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. If the Company decides to classify an equity instrument as at fair value through other comprehensive income, then all fair value changes on the instrument, excluding dividends and impairment loss, are recognized in other comprehensive income. There is no recycling of the amounts from the other comprehensive income to the Statement of Profit and Loss, even on sale of the investment. However, the Company may transfer the cumulative gain or loss within categories of equity.

m. Taxes

Taxation on profit and loss comprises current tax and deferred tax. Tax is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income in which case tax impact is also recognized in equity or other comprehensive income.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date along with any adjustment relating to tax payable in previous years.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax is not recognized for all taxable temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. MAT credit entitlement is recognised as a deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to utilize all or part of the deferred tax asset. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will available to utilize the deferred tax asset.

n. Earnings per share

Basic EPS is computed by dividing net profit after taxes for the year by weighted average number of equity shares outstanding during the financial year, adjusted for bonus share elements in equity shares issued during the year and excluding treasury shares, if any.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

o. Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments which are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

Deposits held with banks as security for overdraft facilities are included in restricted deposits held with bank.

p. Segment reporting

Ind-AS 108 Operating Segments requires operating segments to be identified on the same basis as is used internally for the review of performance and allocation of resources by the Chief Operating Decision Maker. The revenues of films are earned over various formats; all such formats are functional activities of filmed entertainment and these activities take place on an integrated basis. The management team reviews the financial information on an integrated basis for the Company as a whole., The management team also monitors performance separately for individual films or for at least 12 months after the theatrical release.

The Company has identified three geographic markets: India, UAE and Rest of the world.

q. Statement of cash flows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

r. Dividends

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorized, and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

s. Event occurring after the reporting date

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Material non-adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed by way of notes in financial statements.

t. Standards Issued but not yet Effective

At the date of approval of these financial statements, the Company has not applied the amendments to IndAS made by Ministry of Corporate Affairs vide Notification dated 23rd March 2022 that have been issued but are not yet effective.

Major amendments applicable to company notified in the notification are provided below:

(i) Ind AS 103 – Business Combination

(ii) Ind AS 109 – Financial Instruments

(iii) Ind AS 16 – Property, Plant & Equipment

(iv) Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets

Application of above standards are not expected to have any significant impact on the company's financial statements

2. Significant accounting judgements estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions, as described below, that affect the reported amounts and the disclosures. The Company based its assumptions and estimates on parameters available when the financial statements were prepared and reviewed at each balance sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures.

a. Estimation of uncertainties relating to global health pandemic from COVID-19:

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Government announced lockdown across the country to contain the spread of the virus. Further, lockdown like conditions have been imposed by government to curtail the second wave in April 5, 2021. India has also witnessed third wave of COVID 19 since January 2022. This pandemic and response thereon have impacted most of the industries. The film industry has been impacted due to closures of theatres and restrictions on film shoots. The impact on company's future operations would, to a large extent, depend on how the pandemic further develops and it's resultant impact on the operations of the Company.

The Management has evaluated the impact on its financial statements and have made appropriate adjustments, wherever required. The extent of the impact on Company's operations remains uncertain and may differ from that estimated as at the date of approval of these standalone financial statements and will be dictated by the length of time that such disruptions continue, which will, in turn, depend on the currently unknowable duration of COVID-19 and among other things, the impact of governmental actions imposed in response to the pandemic. The Company is monitoring the rapidly evolving situation and its potential impacts on the Company's financial position, results of operations, liquidity, and cash flows.

b. Intangible Assets

The Company is required to identify and assess the useful life of intangible assets and determine their income generating life. Judgment is required in determining this and then providing an amortization rate to match this life as well as considering the recoverability or conversion of advances made in respect of securing film content or the services of talent associated with film production.

Accounting for the film content requires Management's judgment as it relates to total revenues to be received and costs to be incurred throughout the life of each film or its license period, whichever is the shorter. These judgments are used to determine the amortization of capitalized film content costs. The Company uses a stepped method of amortization on first release film content writing off more in year one which recognizes initial income flows and then the balance over a period of up to nine years. In the case of film content that is acquired by the Company after its initial exploitation, commonly referred to as Library, amortization is spread evenly over the lesser of 10 years or the license period. Management's policy is based upon factors such as historical performance of similar films, the star power of the lead actors and actresses and others. Management regularly reviews, and revises when necessary, its estimates, which may result in a change in the rate of amortization and/or a write down of the asset to the recoverable amount.

Intangible assets are tested for impairment in accordance with the accounting policy. These calculations require judgments and estimates to be made, and in the event of an unforeseen event these judgments and assumptions would need to be revised and the value of the intangible assets could be affected. There may be instances where the useful life of an asset is shortened to reflect the uncertainty of its estimated income generating life.

c. Employee benefit plans

The cost of the employment benefit plans, and their present value are determined using actuarial valuations which involves making various assumptions that may differ from actual developments in the future. For further details refer to Note 41.

d. Fair value measurement of ESOP Liability

The fair value of ESOP Liability is determined using valuation methods which involves making various assumptions that may differ from actual developments in the future. For further details refer Note 41.

e. Trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

f. Depreciation

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

g. Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

h. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgment to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

i. Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Notes
to the standalone financial statements and other explanatory information

3 Property, plant and equipment

Details of the Company's property, plant and equipment and their carrying amounts are as follows:

Amount ₹ in lakhs

Gross carrying amount	Buildings	Leasehold improvements	Furniture and fixtures	Motor vehicles	Office equipment	Data processing equipment	Studio equipment	Leasehold assets	Right of Use	Capital work in progress	Total
Balance as at 1 April 2020	**3,317**	**443**	**274**	**480**	**197**	**392**	**287**	216	986	**6**	6,599
Additions	-	-	-	-	-	150	-	-	2,474	-	2,624
Adjustments/ disposals	-	-	(25)	-	(66)	(88)	(28)	(1)	(36)	-	(243)
Capitalized during the year	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2021	**3,317**	**443**	**249**	**480**	**131**	**454**	**259**	**215**	**3,424**	**6**	**8,980**
Additions	-	-	-	-	2	30	-	-	-	-	32
Adjustments/ disposals	-	-	-	(45)	-	(42)	-	-	-	-	(87)
Balance as at 31 March 2022	**3,317**	**443**	**249**	**435**	**133**	**442**	**259**	**215**	**3,424**	**6**	**8,924**
Accumulated depreciation											
Balance as at 1 April 2020	**731**	**412**	**219**	**290**	**165**	**360**	**238**	**100**	**778**	**-**	**3,294**
Depreciation charge	126	-	15	51	13	32	13	72	277	-	599
Adjustments/ disposals	-	-	(25)	-	(66)	(84)	(28)	(1)	329	-	126
Balance as at 31 March 2021	**857**	**412**	**209**	**341**	**112**	**308**	**224**	**171**	**1,384**	**-**	**4,019**
Depreciation charge	120	-	9	35	5	72	9	42	4	-	295
Adjustments/ disposals	-	-	-	(43)	-	(40)	-	-	539	-	456
Balance as at 31 March 2022	**977**	**412**	**218**	**334**	**118**	**340**	**233**	**212**	**1,926**	**-**	**4,770**
Net carrying amount											
Balance as at 31 March 2021	2,460	31	40	139	19	146	36	44	2,040	6	4,861
Balance as at 31 March 2022	**2,340**	**31**	**31**	**101**	**15**	**102**	**26**	**3**	**1,498**	**6**	**4,154**

1. The Company's immovable property situated in Mumbai, India is pledged against the borrowings as explained in note 19 and 25
2. The Company has used Indian GAAP carrying value of its Property, plant and equipment on date of transition as deemed cost, accordingly, the net carrying amount as per Indian GAAP as on 1 April 2015 has been considered as gross carrying amount under Ind-AS 101.Details of accumulated depreciation as on 1 April 2015 are as under:-

Accumulated depreciation as on 1 April 2015	791	-	426	191	95	435	1,220			-	**3,158**

3.1 Capital Work in Progress

Amount ₹ in lakhs

a) Ageing as at 31st March 2022

	Amount in CWIP for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	6	6

Notes

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Amount ₹ in lakhs

b) Ageing as at 31st March 2021

	Amount in CWIP for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	6	6

4 Intangible assets

Details of the Company's Intangible assets and their carrying amounts are as follows:

Gross carrying amount	Content advances	Film rights	Other intangible assets	Total
Balance as at 1 April 2020	41,525	2,06,258	87	2,06,345
Additions	12,028	6,151	32	6,183
Transfer to film and content rights	(15,273)	-	-	-
Reversal Impairment of content advance	3,284			
Reversal of Impairment Provision	6,074			
Advance written off	(6,074)			
Amount written off	(5,596)	-	-	-
Provision for doubtful advances	(531)	-	-	-
Balance as at 31 March 2021	**35,437**	**2,12,409**	**119**	**2,12,528**
Additions	(2,529)	(3,371)	23	(3,348)
Transfer to film and content rights	(483)	-	-	-
Provision for doubtful advances	(3,807)	-	-	-
Reversal of Impairment Provision	2,751	-	-	-
Advance written off	(2,751)			
Reversal Impairment of content advance	1,172	-	-	-
Balance as at 31 March 2022	**29,790**	**2,09,038**	**142**	**2,09,180**
Accumulated amortisation				
Balance as at 1 April 2020		1,70,000	60	1,70,060
Amortisation charge		13,264	11	13,275
Balance as at 31 March 2021		**1,83,264**	**71**	**1,83,335**
Amortisation charge		8,577	17	8,594
Disposal of film rights		(2,040)	-	(2,040)
Balance as at 31 March 2022		**1,89,801**	**88**	**1,89,889**
Net carrying amount				
Balance as at 31 March 2021	35,437	29,145	48	29,193
Balance as at 31 March 2022	**29,790**	**19,237**	**54**	**19,291**

1. The Company has used Indian GAAP carrying value of its intangible assets on date of transition as deemed cost, accordingly, the net carrying amount as per Indian GAAP as on 1 April 2015 has been considered as gross carrying amount under Ind-AS 101. Details of accumulated depreciation as on 1 April 2015 are as under:-

Accumulated depreciation as on 1 April 2015		2,23,210	119	**2,23,329**

2. Carrying amount of content advance as at 31 March 2022 is net of provision for impairment ₹ 93,530 lakhs (31 March 2021 - ₹ 97,454 lakhs) and provision for doubtful advance ₹ 4,338 lakhs (31 March 2021 - ₹ 531 lakhs).

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Amount ₹ in lakhs

4.1 Content Advances

a) Ageing as at 31 March 2022

	Amount in Content Advances for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	238	4,964	13,678	1,08,778	**1,27,658**
Projects temporarily suspended	-	-	-	-	-

b) Ageing as at 31 March 2022 where project is overdue or has exceeded cost compared to original plan

Particulars*	To be Completed**				Total(i)	Impairment & Provision(ii)	Net(i-ii)
	< 1 year	1 - 2 years	2 - 3 years	> 3 years			
PR-1	-	-	-	1,060	1,060	342	718
PR-2	-	2,963	-	-	2,963	2,963	-
PR-4	-	-	-	5,200	5,200	5,200	-
PR-5	-	-	-	2,030	2,030	2,030	-
PR-6	-	-	-	6,361	6,361	6,361	-
PR-7	-	-	-	5,859	5,859	5,859	-
PR-8	-	-	-	4,315	4,315	4,315	-
PR-9	-	-	-	2,075	2,075	1,783	292
PR-10	-	-	-	1,639	1,639	1,639	-
PR-11	-	-	-	3,131	3,131	3,131	-
PR-12	-	-	-	1,696	1,696	754	941
PR-13	-	-	-	6,931	6,931	6,931	-
PR-14	-	-	-	3,451	3,451	3,451	-
PR-15	-	-	-	2,318	2,318	2,318	-
PR-16	-	-	-	2,575	2,575	1,148	1,428
PR-18	-	-	-	1,234	1,234	552	682
PR-19	-	-	-	2,085	2,085	1,147	938
PR-20	-	-	-	4,669	4,669	4,669	-
PR-21	-	-	-	2,497	2,497	2,497	-
PR-22	-	-	-	4,142	4,142	4,142	-
PR-23	-	-	-	1,197	1,197	1,197	-
PR-24	-	-	-	3,504	3,504	1,768	1,736
PR-25	-	-	-	2,248	2,248	1,121	1,127
PR-26	-	-	-	2,755	2,755	1,390	1,365
PR-27	-	-	-	1,061	1,061	501	561
PR-28	-	-	-	8,443	8,443	8,443	-
PR-29	-	-	-	1,721	1,721	552	1,170
PR-30	-	-	-	1,867	1,867	692	1,175
PR-31	-	-	-	1,135	1,135	421	714
PR-32	-	-	-	1,756	1,756	651	1,105
PR-33	-	-	-	3,838	3,838	1,425	2,413
PR-34	-	-	-	2,421	2,421	2,421	-
PR-35	-	-	-	3,702	3,702	1,489	2,213
PR-36	-	-	-	2,242	2,242	818	1,424
PR-37	-	-	-	2,065	2,065	765	1,300
PR-38	-	-	-	4,192	4,192	1,351	2,840
PR-39	-	-	-	1,172	1,172	1,172	-
PR-40	-	-	-	1,053	1,053	1,053	-
Project Less than 1,000 lakhs	1,396	2,949	-	10,711	15,056	9,408	5,648
Total	**1,396**	**5,912**	**-**	**1,20,350**	**1,27,658**	**97,868**	**29,790**

* Projects cost incurred above INR 1,000 lakhs has been classified separately.

** Due to covid restrictions in past, projects where cost is exceeded as compared to original plan is not ascertainable at this point.

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Amount ₹ in lakhs

c) Ageing as at 31 March 2021

	Amount in Content Advances for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	5,794	14,096	22,616	90,917	**1,33,422**
Projects temporarily suspended	-	-	-	-	-

d) Ageing as at 31 March 2021 where project is overdue or has exceeded cost compared to original plan

Particulars*	**To be Completed****				**Total(i)**	**Impairment & Provision(ii)**	**Net(i-ii)**
	< 1 year	**1 - 2 years**	**2 - 3 years**	**> 3 years**			
PR-1	-	-	-	1,060	1,060	342	718
PR-2	-	2,963	-	-	2,963	2,963	-
PR-3	-	-	-	2,751	2,751	2,751	-
PR-4	-	-	-	5,200	5,200	5,200	-
PR-5	-	-	-	2,030	2,030	2,030	-
PR-6	-	-	-	6,361	6,361	6,361	-
PR-7	-	-	-	5,859	5,859	5,859	-
PR-8	-	-	-	4,315	4,315	4,315	-
PR-9	-	-	-	2,075	2,075	1,740	336
PR-10	-	-	-	1,639	1,639	1,639	-
PR-11	-	-	-	3,131	3,131	3,131	-
PR-12	-	-	-	1,515	1,515	488	1,026
PR-13	-	-	-	6,931	6,931	6,931	-
PR-14	-	-	-	3,451	3,451	3,451	-
PR-15	-	-	-	2,318	2,318	2,318	-
PR-16	-	-	-	2,295	2,295	740	1,555
PR-17	-	-	-	3,145	3,145	1,263	1,882
PR-18	-	-	-	1,092	1,092	352	740
PR-19	-	-	-	2,085	2,085	791	1,294
PR-20	-	-	-	4,669	4,669	4,669	-
PR-21	-	-	-	2,497	2,497	2,497	-
PR-22	-	-	-	4,142	4,142	4,142	-
PR-23	-	-	-	1,197	1,197	1,197	-
PR-24	-	-	-	3,504	3,504	1,238	2,266
PR-25	-	-	-	2,248	2,248	777	1,471
PR-26	-	-	-	2,755	2,755	973	1,782
PR-27	-	-	-	1,464	1,464	517	947
PR-28	-	-	-	8,443	8,443	8,443	-
PR-29	-	-	-	1,721	1,721	552	1,170
PR-30	-	-	-	1,867	1,867	602	1,265
PR-31	-	-	-	1,135	1,135	366	769
PR-32	-	-	-	1,756	1,756	566	1,190
PR-33	-	-	-	3,838	3,838	1,240	2,598
PR-34	-	-	-	2,421	2,421	2,421	-
PR-35	-	-	-	3,702	3,702	1,319	2,383
PR-36	-	-	-	2,338	2,338	742	1,596
PR-37	-	2,065	-	-	2,065	666	1,399
PR-38	-	-	-	4,782	4,782	1,542	3,240
Project Less than 1,000 lakhs	855	2,949	-	12,860	16,664	10,853	5,811
Total	**855**	**7,977**	**-**	**1,24,590**	**1,33,422**	**97,985**	**35,437**

* Projects cost incurred above INR 1,000 lakhs has been classified separately.

** Due to covid restrictions in past, projects where cost is exceeded as compared to original plan is not ascertainable at this point.

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Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
5	**Investments**		
A	**Non current investments**		
	Unquoted equity shares		
i)	**Investment in equity shares of subsidiaries measured at cost**		
	Eros International Films Private Limited		
	19,930,300 (31 March 2021: 19,930,300) equity shares of ₹ 10 each, fully paid-up	1,993	1,993
	Eros Animation Private Limited		
	9,300 (31 March 2021: 9,300) equity shares of ₹ 10 each, fully paid-up	1	1
	Copsale Limited		
	105,000 (31 March 2021: 105,000) equity shares of USD 1 each, fully paid-up	45	45
	Big Screen Entertainment Private Limited		
	6,400 (31 March 2021: 6,400) equity shares of ₹ 10 each, fully paid-up	1	1
	EyeQube Studios Private Limited		
	9,999 (31 March 2021: 9,999) equity shares of ₹ 10 each, fully paid-up	1	1
	EM Publishing Private Limited		
	9,900 (31 March 2021: 9,900) equity shares of ₹ 10 each, fully paid-up	1	1
	Digicine PTE Limited*		
	100 (31 March 2021: 100) equity shares of USD 1 each, fully paid-up	0	0
	Colour Yellow Productions Private Limited		
	5,000 (31 March 2021: 5,000) equity shares of ₹ 10 each, fully paid-up	1	1
	Investment in Reliance Eros Production LLP (**)	-	-
ii)	**Investment in equity shares of subsidiaries measured at fair value through profit and loss**		
	ErosNow Private limited	5,546	5,546
	1,000 (31 March 2021: 1,000) equity shares of ₹ 100 each, fully paid-up		
	Less: Provision for impairment in the value of investment	(3,096)	(3,086)
	Total	**4,492**	**4,502**
	*amount represents less than ₹ one lakh ** LLP stike off during the year		
	Aggregate value of unquoted investments	7,588	7,588
	Aggregate value of impairment in the value of investment	3,096	3,086

		As at 31 March 2022	As at 31 March 2021
6	**Loans**		
	Unsecured considered good,unless otherwise stated		
	Other loans and advances		
	Considered good*	545	545
	Total	**545**	**545**

* net of Provision of ₹ 762 lakhs.

		As at 31 March 2022	As at 31 March 2021
7	**Restricted bank deposits**		
	Bank deposits with maturity of more than twelve months*	1	98
	Total	**1**	**98**

* Given as securities to bank for margin

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Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
8	**Other financial assets**		
	Unsecured and considered good		
	Security deposits to		
	- Related parties (refer note 43)	268	268
	- Others	10	12
	Total	**278**	**280**
9	**Other non- current assets**		
	(a) Advance payment of income taxes (net of provision)	177	177
	(b) Balances due with Statutory Authorities	6,419	6,457
	Total	**6,596**	**6,634**

Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
10	**Inventories**		
	CD/DVD/Audio CDs*	0	0
	Film rights	850	850
	Total	**850**	**850**

*amount represents less than ₹ one lakh

		As at 31 March 2022	As at 31 March 2021
11	**Trade receivables**		
	Unsecured, considered good	2,282	976
	Dues from related parties (refer note 43)	60,595	41,664
	Unbilled Income	2,764	3,922
		65,641	46,562
	Less : Expected credit loss*	(542)	(481)
	Total	**65,099**	**46,081**
	***Movement of Expected credit loss**		
	Opening balance	481	1,153
	Addition/(Reversal) of expected credit loss	61	(21)
	Less : transfer to bad debts	-	(651)
	Closing balance	**542**	**481**

All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

All accounts receivable are pledged against borrowing which are shown under note 19 and 25.

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Amount ₹ in lakhs

11 Trade Receivables ageing schedule as at 31st March, 2022

Particulars	Unbilled Revenue	Outstanding for following periods from due date of payment						Total
		Not Due	< 6 months	6 months - 1 year	1-2 years	2 - 3 years	> 3 years	
Undisputed Trade receivables – considered good*	2,764	20,826	2,033	10,581	24,588	4,587	262	65,641
Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-	-
Disputed Trade receivables – considered good		-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired		-	-	-	-	-	-	-
Subtotal	2,764	20,826	2,033	10,581	24,588	4,587	262	65,641

* Refer note 55.

Trade Receivables ageing schedule as at 31st March, 2021

Particulars	Unbilled Revenue	Outstanding for following periods from due date of payment						Total
		Not Due	< 6 months	6 months - 1 year	1-2 years	2 - 3 years	> 3 years	
Undisputed Trade receivables – considered good	3,922	9,401	6,847	21,000	838	34	4,520	46,562
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables – considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Subtotal	3,922	9,401	6,847	21,000	838	34	4,520	46,562

	As at 31 March 2022	As at 31 March 2021
12 Cash and cash equivalents		
a. Cash on hand	78	72
b. Balances with banks		
In current account	74	802
Total	**152**	**874**

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Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
13	**Restricted bank deposits**		
	Margin money accounts with:*		
	maturity less than 12 months	535	2,754
	maturity more than twelve months	1	98
		536	2,852
	Less: disclosed under non current financial assets - Restricted deposits (refer note 7)	(1)	(98)
	Total	**535**	**2,754**

* Given as securities to bank for margin

14	**Loans and advances**		
	Unsecured and considered good		
	Amounts due from related parties (refer note 43)	51	55
	Loans and advances to employees	155	197
	Other loans	404	581
	Security deposits	4	5
	Total	**614**	**838**

14.1 Following loans have been granted to promoters, directors, KMPs and the related parties, either severally or jointly with any other person, that are repayable on demand

As at 31st March 2022 :

Amount ₹ in lakhs

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Related Parties	51	100.00%

As at 31st March 2021 :

Amount ₹ in lakhs

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Related Parties	55	100.00%

Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
15	**Other financial assets**		
	Accrued interest on fixed deposits	48	90
	Total	**48**	**90**

16	**Other current assets**		
	Prepaid expenses	51	110
	Deferred expenses	462	-
	Total	**513**	**110**

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₹ in lakhs, except share data

		As at 31 March 2022		As at 31 March 2021	
		Number	**Amount**	**Number**	**Amount**
17	**Equity share capital**				
	Authorised share capital				
	Equity shares of ₹ 10 each	12,50,00,000	12,500	12,50,00,000	12,500
		12,50,00,000	12,500	12,50,00,000	12,500
	Issued, subscribed and fully paid- up				
	Equity shares of ₹ 10 each	9,58,84,872	9,588	9,58,64,818	9,586
	Total	**9,58,84,872**	**9,588**	**9,58,64,818**	**9,586**

a) Reconciliation of paid- up share capital (Equity Shares)

Balance at the beginning of the year	9,58,64,818	9,586	9,56,29,023	9,563
Add: Issued on exercise of employee share options	20,054	2	2,35,795	24
Balance at the end of the year	**9,58,84,872**	**9,588**	**9,58,64,818**	**9,586**

During the year, the Company has issued total 20,054 equity shares (2021: 235,795) on exercise of options granted under the employees stock option plan (ESOP) wherein part consideration was received in the form of employees services.

b) Shares held by holding company, ultimate holding company, subsidiaries / associates of holding company or ultimate holding company

₹ in lakhs, except share data

	As at 31 March 2022		As at 31 March 2021	
	Number	**Amount**	**Number**	**Amount**
Equity shares of ₹ 10 each				
Eros Worldwide FZ LLC - Holding company (Refer Note 43)	-	-	3,78,77,302	3,788
Eros Digital Private Limited - Fellow subsidiary (Refer Note 43)	-	-	2,17,00,000	2,170

c) Details of Shareholders holding more than 5% of the shares in the company

₹ in lakhs, except share data

	As at 31 March 2022		As at 31 March 2021	
	Number	**% holding in the class**	**Number**	**% holding in the class**
Equity shares of ₹ 10 each				
Eros Worldwide FZ LLC	2,43,83,541	25.43%	3,78,77,302	39.51%
Eros Digital Private Limited	2,17,00,000	22.63%	2,17,00,000	22.64%

d) Shareholding of Promoter

As at 31st March 2022 ₹ in lakhs, except share data

Sr. No.	Classs of Equity share	Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Equity Shares	Eros Worldwide FZ LLC	3,78,77,302	(1,34,93,761)	2,43,83,541	**25.43%**	-14.08%
2		Eros Digital Private Limited	2,17,00,000	-	2,17,00,000	**22.63%**	-0.01%
3		Mrs. Meena Lulla	2,800	1,400	4,200	**0.00%**	0.00%
4		Mr Sunil Lulla	1,400	-	1,400	**0.00%**	0.00%
5		Miss Krishika Sunil Lulla	1,400	-	1,400	**0.00%**	0.00%
6		Legal Heirs of Shri Arjan Lulla	1,400	(1,400)	-	**0.00%**	100.00%
Total			**5,95,84,302**	**(1,34,92,361)**	**4,60,90,541**	**48.07%**	

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As at 31st March 2021 ₹ in lakhs, except share data

Sr. No.	Classs of Equity share	Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Equity Shares	Eros Worldwide FZ LLC	3,78,77,302	-	3,78,77,302	**39.51%**	-
2		Eros Digital Private Limited	2,17,00,000	-	2,17,00,000	**22.64%**	-
3		Mrs. Meena Lulla	2,800	-	2,800	**0.00%**	-
4		Mr Sunil Lulla	1,400	-	1,400	**0.00%**	-
5		Miss Krishika Sunil Lulla	1,400	-	1,400	**0.00%**	-
6		Legal Heirs of Shri Arjan Lulla	1,400	-	1,400	**0.00%**	-
Total			**5,95,84,302**	**0**	**5,95,84,302**	**62.15%**	-

e) Details of employee stock options issued during the last 5 years

During the period of five years immediately preceding the reporting date, the Company has issued total 2,296,321 equity shares (31 March 2021: 2,276,267) on exercise of options granted under the employees stock option plan (ESOP) wherein part consideration was received in the form of employee services.

f) Rights, preferences, restrictions of equity shares

The Company has only one class of equity shares having par value of ₹10 per share. Every holder is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors and approved by the Shareholders in the Annual General Meeting is paid in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
18	**Other equity**		
	Securities premium		
	Balance at the beginning of the year	42,228	41,777
	Add : Transfer from share option outstanding account	36	451
	Balance at the end of the year	**42,264**	**42,228**
	Share options outstanding account		
	Balance at the beginning of the year	862	1,215
	Less: Transfer to securities premium account	(36)	(451)
	Add: Employee stock option compensation expense	-	98
	Balance at the end of the year	**826**	**862**
	General reserve		
	Balance at the beginning of the year	526	526
	Balance at the end of the year	**526**	**526**
	Retained earnings		
	Balance at the beginning of the year	(32,264)	(15,281)
	Add: Net profit/(loss) after tax for the year	360	(16,983)
	Balance at the end of the year	**(31,904)**	**(32,264)**
	Other comprehensive income		
	Balance at the beginning of the year	166	180
	Acturial gain / (loss)on employee benefit plans through OCI	10	(14)
	Balance at the end of the year	**176**	**166**
	Total	**11,888**	**11,518**

Notes

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1 Securities Premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium.

2 General Reserve: General Reserve was created by transferring a portion of the net profit of the Company as per the requirements of the Companies Act, 2013.

3 Share Options Outstanding:Share Options Outstanding relates to the stock options granted by the company to employees under a Employee Stock Option Plan.

4 Retained Earnings: Remaining portion of profits earned by the Company till date after appropriations.

5 Other Comprehensive Income : Other Comprehensive Income (OCI) represents the amount recognised in other equity consequent to remeasurement of Defined Benefit Plan.

Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
19	**Long-term borrowings**		
	Secured		
	Term loan from banks*	11,242	3,576
	Car loans **	-	5
	Others***	6	69
	Unsecured		
	From related parties (refer note 43) @	1,500	-
	Term loan from others#	-	2,765
		12,748	6,415
	Less: Cumulative effect of unamortised cost	-	(13)
	Less: Current maturities disclosed under other current financial liabilities (refer note 25)	(6,624)	(6,398)
	Total	**6,124**	**4**

* Term loans from banks carry an interest rate of 9%p.a. on implementation of OTR plan during the year (in previous year the rate of interest was ranging between 11.95% - 15.75%) and are secured by pari passu first charge on the satellite rights acquired for the domestic market, actionable claims, revenue and receivables arising on sales of the rights and negatives of films. Term loans are further secured by equitable mortgage of Company's immovable properties situated at Mumbai (India), amounts held as margin money,corporate guarantee of Eros Media World PLC (entity having significant influence formerly known as Eros STX Global Corporation), residual value of equipments and vehicles and existing rights of hindi films with nil book value.

** Car loans (Nil for current year) was carrying rate of interest of 7.48%-9.50% are secured by hypothecation of vehicles acquired.

*** Other loans are secured by hypothecation of assets acquired there against, carrying rate of interest of 10.50%-11.50% which are repayable as per maturity profile set out below.

Term loan from others (Nil for current year) was carrying an interest rate between 15.5% - 17% are secured against the pledge of company's shares held by holding company, current assets of a subsidiary company and corporate guarantee of holding company and subsidiary company.

@ Unsecured loan from related parties are repayable over period of 3 to 5 years and carrying rate of interest 8.90% p.a.

Maturity profile of long term borrowing is set out below:-

Amount ₹ in lakhs

	As at 31 March 2022		
	Less than 1 year	**1-3 years**	**> 3 years**
Secured			
Term loan from banks	6,618	4,624	-
Others	6	-	-
Unsecured			
Term loan from related Parties	-	-	1,500
Total	**6,624**	**4,624**	**1,500**

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Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
20	**Trade payable - non current**		
	Payable to related parties (refer note 43)	19,082	17,999
	Total	**19,082**	**17,999**

20 Trade Payables Ageing

As at 31st March 2022 : **Amount ₹ in lakhs**

Particulars		Outstanding for following periods from due date of payment					Total
		Not Due	Less than 1 year	1-2 years	2-3 years	> 3 years	
i)	MSME	-	-	-	-	-	**-**
ii)	Others	19,082	-	-	-	-	**19,082**
iii)	Disputed dues -MSME	-	-	-	-	-	**-**
iv)	Disputed dues -Others	-	-	-	-	-	**-**
Subtotal		**19,082**	**-**	**-**	**-**	**-**	**19,082**

As at 31st March 2021 :

Particulars		Outstanding for following periods from due date of payment					Total
		Not Due	Less than 1 year	1-2 years	2-3 years	> 3 years	
i)	MSME	-	-	-	-	-	**-**
ii)	Others	17,999	-	-	-	-	**17,999**
iii)	Disputed dues -MSME	-	-	-	-	-	**-**
iv)	Disputed dues -Others	-	-	-	-	-	**-**
Subtotal		**17,999**	**-**	**-**	**-**	**-**	**17,999**

Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
21	**Other financial liabilities**		
	Security deposits	25	25
		25	**25**
22	**Employee benefit obligations - non current**		
	Provision for gratuity (refer note 41)	243	265
	Total	**243**	**265**
23	**Deferred tax (Assets)/liabilities (net)**		
	Deferred tax liability on		
	Depreciation on tangible assets	43	91
	Amortisation of intangible assets	4,812	8,754
	Total	4,855	8,845
	Deferred tax asset on		
	Provision for expenses allowed on payment basis	752	1,111
	Impairment	28,073	40,349
	Business loss	742	1,722
	Total	29,568	43,182
	Deferred tax (Assets)/liabilities (net)	(24,712)	(34,337)
	Restricted to and consequent impact	-	-

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Significant management judgement is considered in determining provision for income tax, deferred tax assets and liabilities and recoverability of deferred tax asset. Net deferred tax assets have been restricted to deferred tax liabilities. Unused tax losses for which no deferrred tax asset (DTA) is recognised in Balance Sheet. The business loss for AY 2021-22 amounting to ₹ 2,950 lakhs , deferred tax relating that to ₹ 742 lakhs can carried forward till AY 2029-2030.

Reconciliation of statutory rate of tax and effective rate of tax		
Profit before tax	360	(15,847)
Tax expense	0	1,136
Tax rate as a % of profit before tax	**0.00%**	**-7.17%**

Amount ₹ in lakhs

	As at 31 March 2022	**As at 31 March 2021**
Adjustments		
Non-deductible expenses for tax purposes (net)	-21.22%	15.49%
Effect of change in deferred tax balances due to change in tax rates	41.63%	19.86%
Tax impact of earlier years	0.00%	7.17%
Others	4.76%	-0.41%
At India's statutory income tax rate of 25.17% (31 March 2021: 34.94%)	**25.17%**	**34.94%**

24 Other non-current liabilities		
Deferred revenue	8,638	2,521
	8,638	**2,521**

Amount ₹ in lakhs

	As at 31 March 2022	**As at 31 March 2021**
25 Short-term borrowings		
Repayable on demand		
Secured		
From banks	29,104	39,995
Current maturities of long term borrowings (refer note 19)	6,624	6,398
Unsecured		
From others*	970	1,237
From related parties (refer note 43)**	10,186	8,464
Total	**46,885**	**56,094**

Secured short term borrowings include:

Fund Based Working Capital facilities (FBWC) i.e. Cash credit / WCL / WCDL carry an interest rate of 9%p.a. on implementation of OTR plan during the year (Previous year's rate of interest was ranging between 10.5 % - 16.5 %), secured by way of hypothecation of current assets, inventories and receivables relating to domestic rights operations on pari passu basis.

No Bills discounted during the current year as the said limits were converted into cash credit limits under OTR plan. (Previous year's bills discounted carry an interest rate between 9% - 10.5% for INR bills and 6M MCLR+Spread or 6M LIBOR+Spread for USD bills, secured by document of title to goods and accepted hundis with first pari passu charge on current assets)

No Packing Credit facilities during the current year as the said limits were converted into cash credit limits under OTR plan. (Previous year's Packing credit carry an interest rate between 8% - 10% for INR and 6M MCLR+Spread or 6M LIBOR+ Spread for USD, secured by hypothecation of films and film rights with first pari passu charge on current assets.

Short term borrowings are further secured by equitable mortgage of company's immovable properties situated at mumbai (India),amount held in margin money,corporate guarantee of Eros Media World Plc (entity having significant influence, formerly known as Eros STX Global Corporation),residual value of equipments and existing rights of hindi films with nil book value.

* Loan from others carry an interest rate between 15% - 16.5%, secured by security provided by Eros Worldwide FZ LLC, an entity having significant influence.

** Loan from related party carry an interest rate of 8.9%.

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Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
26	**Acceptances**		
	Payable under the film financing arrangements	-	1,400
		-	**1,400**

Acceptances comprise of credit availed from banks for payment to film producers for film co-production arrangement entered by the group. The carrying value of acceptances are considered a reasonable approximation of fair value.

		As at 31 March 2022	As at 31 March 2021
27	**Other financial liabilities**		
	Interest accrued but not due	312	-
	Interest accrued and due	-	1,468
	Employee dues	584	583
	Other payables	779	527
	Other payable to related party (refer note 43)	1,118	881
	Total	**2,793**	**3,459**
28	**Employee benefit obligations - current**		
	Gratuity	98	110
	Compensated absences	129	129
	Total	**227**	**239**

Amount ₹ in lakhs

		Year ended 31 March 2022	Year ended 31 March 2021
29	**Other current liabilities**		
	Advance from customers- related parties (refer note 43)	3,333	311
	Advances from customers- others	1,437	2,124
	Deferred revenue	1,444	2,356
	Duties and taxes payable	3,370	3,321
	Total	**9,584**	**8,112**
30	**Current tax liabilities**		
	Provision for corporate taxes (net)	6,763	7,539
	Total	**6,763**	**7,539**
31	**Revenue from operations (net)**		
	Revenue from distribution and exhibition of film and other rights	21,868	24,446
	Revenue from services	-	4
	Total	**21,868**	**24,450**

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Amount ₹ in lakhs

		Year ended 31 March 2022	Year ended 31 March 2021
32	**Other income**		
	Sundry balances written back	1,546	1,648
	Interest income on advances	-	372
	Unwinding of interest on expected credit loss	-	21
	Other non-operating income	193	547
	Gain on foreign currency transactions and translation (net)	982	-
	Gain on sale of tangible assets (net)	-	1
	Reversal of Provision of Impairment of Content advance	1,172	3,284
	Income from export incentives	-	941
	Total	**3,893**	**6,814**

Amount ₹ in lakhs

		Year ended 31 March 2022	Year ended 31 March 2021
33	**Film right cost including amortization costs**		
	Amortisation of film rights (refer note 4)	8,577	13,264
	Film rights cost	1,814	9,122
	Total	**10,391**	**22,386**
34	**Changes in inventories of film rights**		
	Opening stock		
	- Finished goods	850	4
		850	4
	Closing stock		
	- Finished goods	850	850
		850	850
	Total	**-**	**(846)**
35	**Employee benefits expense**		
	Salaries and bonus	2,978	2,831
	Contribution to provident and other funds (refer note 41)	153	142
	Gratuity expense (refer note 41)	53	56
	Employee stock option compensation (refer note 41)	-	98
	Staff welfare expenses	43	11
	Total	**3,227**	**3,138**
36	**Finance costs**		
	Interest expense	4,943	8,604
	Other borrowing costs	372	235
	Interest on late payment of taxes	357	2,311
		5,672	**11,150**
	Less: Interest income	(37)	(207)
	Total	**5,635**	**10,943**

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Amount ₹ in lakhs

		Year ended 31 March 2022	Year ended 31 March 2021
37	**Depreciation and amortisation expense**		
	Depreciation on tangible assets (refer note 3)	295	599
	Amortisation on intangible assets (refer note 4)	17	11
	Total	**312**	**610**
38	**Other expenses**		
	Print and digital distribution cost	1	35
	Selling and distribution expenses	133	742
	Processing and other direct cost & Home entertainment products related cost	62	291
	Shipping, packing and forwarding expenses	7	16
	Power and fuel	15	19
	Rent	81	40
	Repairs and maintenance	101	117
	Insurance	18	24
	Rates and taxes	29	23
	Legal and professional	948	945
	Payments to auditors (refer note 47)	139	106
	Bad and doubtful receivables & expecterd credit receivable	229	-
	Provision for doubtful advances (refer note 4)	3,807	531
	Communication expenses	48	51
	Travelling and conveyance	69	77
	Commission Payable to Independent Directors	-	48
	Content advances written off (refer note 4)	-	5,596
	Bad debts and trade receivables written off	2	1,069
	Provision for impairment in the value of investment	10	-
	Loss on foreign currency transactions and translation (net)	-	933
	CSR expenditure (refer note 50)	-	8
	Miscellaneous expenses	137	209
	Total	**5,836**	**10,880**

Amount ₹ in lakhs

		Year ended 31 March 2022	Year ended 31 March 2021
39	**Earnings per share**		
a)	**Computation of net profit for the year**		
	Net profit/(loss) after tax attributable to equity shareholders (₹ in lakhs)	360	(16,983)
b)	**Computation of number of shares for Basic Earnings per share**		
	Weighted average number of equity shares	9,58,77,949	9,57,12,501
	Total	**9,58,77,949**	**9,57,12,501**
c)	**Computation of number of shares for Diluted Earnings per share**		
	Weighted average number of equity shares used in the calculation of basic earning per share	9,58,77,949	9,57,12,501
	Add:- Weighted average potential equity shares (dilutive impact of ESOPs)	33,762	1,31,418
	Weighted average number of equity shares used in the calculation of diluted earning per share	**9,59,11,711**	**9,58,43,919**

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Amount ₹ in lakhs

		Year ended 31 March 2022	Year ended 31 March 2021
d)	**Nominal value of shares (in ₹)**	10	10
e)	**Computation**		
	Basic (in ₹)	0.38	(17.74)
	Diluted (in ₹)	0.38	(17.74)

Amount ₹ in lakhs

40	**Contingent liabilities and commitments (to the extent not provided for)**		As at 31 March 2022	As at 31 March 2021
(a)	**Contingent liabilities**			
	(i)	Claims against the Company not acknowledged as debt		
		Sales tax claims disputed by the Company	1,476	1,476
		Service tax claim disputed by the Company	44,945	44,945
		Income tax liability that may arise in respect of matters in appeal	114	105
	(ii)	Guarantees		
		Guarantee given in favour of various government authorities	25	25
			46,560	**46,551**

Notes:

1 During the year ended 31 March 2021, the Company received a show cause notice from the Commissioner of Service Tax to show cause why an amount aggregating to ₹ 5, 317 lakhs for the period 1 April 2015 to 30 th June 2017 should not be levied on and paid by the Company for service tax arising on temporary/perpatual transfer of copyright services and other matters. Company is in process of filing of reply fot the same

2 During the year ended 31 March 2015, the Company received a show cause notice from the Commissioner of Service Tax to show cause why an amount aggregating to ₹ 15,675 lakhs for the period 1 April 2009 to 31 March 2014 should not be levied on and paid by the Company for service tax arising on temporary/perpatual transfer of copyright services and other matters.

In connection with the aforementioned matters, on 19 May 2015, the Company received an Order-in-original issued by the Principal Commissioner, Service Tax, wherein the department confirmed the demand of ₹ 15,675 lakhs along with interest and penalty amounting to ₹ 15,675 lakhs resulting into a total demand of ₹ 31,350 lakhs.

On 3 September 2015, the Company filed an appeal against the said order before the authorities. The Company has paid ₹ 1,000 Lakhs under protest. Considering the facts and nature of levies and the ad-interim protection for the period 1 July 2010 to 30 June 2012 granted by the Honorable High Court of Mumbai, the Company expects that the final outcome of this matter will be favourable. Accordingly, based on the assessment made after taking appropriate legal advise, the provision of ₹ 89 Lakhs only has been recorded and no additional liability has been recorded in the financial statements.

3 Company has received showcause notice for reversal of CENVAT credit for the period 2013-14 to 2015-16 ₹ 187 lakhs. No additional liability has been accounted in financial statements for this showcause notice. Further Company also received showcause notice for Non levy of Service tax on Import of Services for the period 2013-14 to 2015-16 for ₹ 70 Lakhs. The Company has recorded liability ₹ 52 lakhs on account of this show cause notices.

4 On 8 October 2018, the Company received a show cause notice from the Commissioner of Service Tax to show cause why an amount aggregating to ₹ 2,695 lakhs for the period 1 April 2014 to 31 March 2015 should not be levied on and paid by the Company for service tax with equal penalty arising on temporary / perpatual transfer of copyright services and other matters. The provision of ₹ 61 lakhs has been recorded and no additional liability has been recorded in the financial statements.

5 In addition, the Company is liable to pay service tax on use on temporary transfer of copyright in the period 1 July 2010 to 30 June 2012. The Company filed a writ petition in Mumbai High Court challenging the constitutionality and the legality of this entry and received ad-interim protection and accordingly, no amounts were provided for by the Company for the period 1 April 2011 to 30 June 2012.

6 It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings.

7 From time to time, the 'Company' is involved in legal proceedings arising in the ordinary course of its business, typically intellectual property litigation and infringement claims related to the Company's feature films and other commercial activities, which could cause the Company to incur expenses or prevent the Company from releasing a film. While the resolution of these matters cannot be predicted with certainty, the Company does not believe, based on current knowledge or information available, that any existing legal proceedings or claims are likely to have a material and adverse effect on its financial position, results of operations or cash flows.

8 The Company does not expect any reimbursements in respect of the above contingent liabilities.

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Amount ₹ in lakhs

		As at 31 March 2022	As at 31 March 2021
(b)	**Commitments**		
	Estimated amount of contracts remaining to be executed on content commitments	1,49,506	1,52,456
		1,49,506	**1,52,456**
	Total	**1,96,066**	**1,99,007**

41 Employment benefits

a) Gratuity (unfunded)

The following table set out the status of the gratuity plan as required under Indian Accounting Standard (Ind AS) - 19, Employee benefits, and the reconciliation of opening and closing balances of the present value of the defined benefit obligation:

Amount ₹ in lakhs

		Year ended 31 March 2022	Year ended 31 March 2021
I	**Change in projected benefit obligation**		
	Liability at the beginning of the year	375	391
	Interest cost	21	23
	Current service cost	32	34
	Liabilty transferred	-	(69)
	Benefits paid	(77)	(17)
	Actuarial loss/(gain) on obligations	(10)	14
	Liability at the end of the year	341	375
	Current portion	98	110
	Non-current portion	243	265
II	**Recognised in Balance Sheet**		
	Liability at the end of the year	341	375
	Amount recognised in Balance Sheet	341	375
III	**Expense recognised in Statement of Profit and loss**		
	Current service cost	32	34
	Interest cost	21	23
	Past service cost		-
	Expense recognised in Statement of Profit and loss	53	56
IV.	**Expense recognised in Other Comprehensive Income**		
	Arising from changes in experience	(10)	12
	Arising from changes in financial assumptions	(1)	2
	Arising from changes in demographic assumptions	1	(1)
	Expense/(income) recognised in Other comprehensive income	(10)	14

*Actuarial (gain)/loss of ₹ (10) lakhs (31 March 2021: ₹ 14 lakhs) is included in other comprehensive income.

IV	**Assumptions used**		
	Discount rate	5.66%	5.58%
	Long-term rate of compensation increase	4.76%	4.76%
	Attrition Rate	25%	17.00%
	Expected average remaining working life in years	3.00	4.00

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to the standalone financial statements and other explanatory information

41 Employment benefits *continued*

V A quantitative sensitivity analysis for significant assumption as at 31 March 2022 is as shown below:

Amount ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Impact on defined benefit obligation		
Projected benefit obligation on current assumption	341	375
Discount rate		
1.00 % increase	(8)	(12)
1.00 % decrease	8	13
Salary growth rate		
1.00 % increase	6	11
1.00 % decrease	(6)	(10)
Employee turnover		
1.00 % increase	0	0
1.00 % decrease	0	(0)

VI Maturity profile of defined benefit obligation

Amount ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Year		
Year 1	98	112
Year 2	82	62
Year 3	55	40
Year 4	36	45
Year 5	29	30
Sum of Years 6-10	75	108
Sum of Years 11 and above	21	69

VII Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.

VIII Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

IX Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds

X Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

b) Compensated absences

The Company incurred ₹ 21 lakhs (31 March 2021 :₹ (23) lakhs) towards accrual for compensated absences during the year.

c) Provident fund

The Company contributed ₹ 151 lakhs (31 March 2021 : ₹ 138 lakhs) to the provident fund plan, ₹ 2 lakh (31 March 2021 : ₹ 3 lakhs) to the Employee state insurance plan and ₹ Nil (31 March 2021 : ₹ 1 lakhs) to the National Pension Scheme during the year.

d) Share-based payment transactions

The Company has instituted Employees' Stock Option Plan "ESOP 2009" and "ESOS 2017" under which the stock options have been granted to employees. The scheme was approved by the shareholders at the Extra Ordinary General Meeting held on 17 December 2009 and Annual General Meeting held on 29 September 2017 respectively. The details of activities under the ESOP 2009 and ESOS 2020 scheme are summarized below:

Amounts ₹ in lakhs

The expense recognised for employee services received during the year is shown in the following table:	**Year ended 31 March 2022**	**Year ended 31 March 2021**
Expense arising from equity-settled share-based payment transactions	-	98

There were no cancellations or modifications to the awards in 31 March 2022 or 31 March 2021.

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Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:

	As at 31 March 2022		As at 31 March 2021	
	Number	WAEP*	Number	WAEP*
Outstanding at 1 April	1,99,923	45	4,79,614	45
Granted during the year	-	-	-	-
Forfeited during the year	(4,117)	10	(43,896)	10
Exercised during the year	(20,054)	10	(2,35,795)	10
Outstanding at 31 March	**1,75,752**	94	**1,99,923**	94
Exercisable at 31 March	1,75,752	106	1,99,923	94
Range of exercise price of outstanding options (₹)		₹ 10-150		₹ 10-150
Weighted average remaining contractual life of option		2.96 Years		2.96 Years

*WAEP denotes weighted average exercise price of the option

Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	Date of grant									
	17-Dec-09	12-Aug-10	01-Jul-12	14-Oct-13	12-Nov-14	12-Feb-15	09-Feb-16	10-Feb-17	14-Nov-17	10-Feb-18
Dividend yield (%)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expected volatility	75.00%	60.00%	44.00%	35.00%	40.11%	37.84%	46.46%	48.66%	56.53%	53.15%
Risk free interest rate	6.30%	6.50%	8.36%	8.57%	8.50%	7.74%	7.49%	6.51%	6.90%	7.38%
Exercise price	75-175	75-135	75	150	10	10	10	10	10	10
Expected life of options granted in years	5.25	5.25	5.50	4.50	As per Table 1.1			4.27	3.50	4.50

Table 1.1

Expected life of options granted in years

Option Grant date	09-Feb-16		12-Feb-15		12-Nov-14	
	Old Employees	New Employees	Old Employees	New Employees	Old Employees	New Employees
Year I	3.50	4.50	3.00	3.00	3.50	4.50
Year II	4.50	5.50	3.50	4.00	4.50	5.50
Year III	5.50	6.50	4.00	4.50	5.50	6.50

The expected life of options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may differ from the actual.

42 Operating Segment

Description of segment and principal activities

The Company acquires, co-produces and distributes Indian films in multiple formats worldwide. Film content is monitored and strategic decisions around the business operations are made based on the film content, whether it is new release or library. Hence, Management identifies only one operating segment in the business, film content. The Company distributes film content to the Indian population in India and worldwide and to non-Indian consumers who view Indian films that are subtitled or dubbed in local languages. As a result of these distribution activities, the management examines the performance of the business from a geographical market perspective.

Amounts ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Revenue by region of domicile of customer's location		
India	7,803	7,191
United Arab Emirates*	4,430	14,420
Rest of the world	9,636	2,839
Total revenue	**21,868**	**24,450**

For the year ended 31 March 2022 and 31 March 2021 no external customers accounted for more than 10% of the entity's total revenues.

*Sales to United Arab Emirates includes sales to its related party Eros Worldwide FZ LLC.

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Non-current assets other than financial instruments, investments accounted for using equity method and income taxes

Amount ₹ in lakhs

	As at 31 March 2022	As at 31 March 2021
Non-current assets		
India	59,976	76,372
Total non-current assets	**59,976**	**76,372**

43 Related party disclosures

a) Parent entity

Relationship	Name
Ultimate holding company	Eros Media World PLC (up to 15 September 2021)
	(formerly known as EROS STX Global Corporation)
Holding company	Eros Worldwide FZ LLC (up to 15 September 2021)
Enterprises with significant influence	Eros Media World PLC (From 16 September 2021)
	(formerly known as EROS STX Global Corporation)
	Eros Worldwide FZ LLC (from 16 September 2021)

b) Subsidiaries

Relationship	Name
Subsidiary companies	Eros International Films Private Limited
	Copsale Limited
	Big Screen Entertainment Private Limited
	EyeQube Studios Private Limited
	EM Publishing Private Limited
	Eros Animation Private Limited
	Digicine PTE Limited
	Colour Yellow Productions Private Limited
	ErosNow Private Limited (formerly known as Universal Power Systems Private Limited)
List of Key management personnel (KMP)	Mr. Sunil Lulla – Executive Vice Chairman and Managing Director
	Mr. Kishore Lulla – Executive Director (upto 19 May 2022)
	Mr. Farokh Gandhi - Executive Director & Chief Financial Officer (India) (Up to 14 August 2021)
	Mr. Pradeep Dwivedi - Executive Director & Chief Executive Officer (India)
	Mr. Vijay Jayantilal Thaker - Vice President Company Secretary & Compliance Officer and Chief Financial Officer (upto 19 May 2022)
	Mr. Rajesh Chalke - Chief Financial Officer (from 19 May 2022)
Relatives of KMP with whom transactions exist	Mrs. Manjula K Lulla (wife of Mr. Kishore Lulla)
	Mrs. Krishika Lulla (wife of Mr. Sunil Lulla)
	Mrs. Meena Lulla (wife of Mr. Arjan Lulla)
Entities over which KMP exercise significant influence	Shivam Enterprises
	Eros Television India Private Limited
Fellow subsidiary company*	Eros Digital Private Limited
	Eros International Limited, United Kingdom
	Eros Digital FZ LLC
	Eros International USA Inc, USA

* upto 15 September 2021.

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43 Related party disclosures *continued*

c) (i) Transactions during the year with related parties

Amount ₹ in lakhs

Particulars	Holding company*		Subsidiary		Fellow subsidiary company		Key Management Personnel including transactions with relatives of Key Management Personnel		Entities over which Key Management Personnel exercise significant influence		Total	
	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2022	Year ended 31 March 2021
Sale of film rights	8,033	11,650	4,004	12	9,163	2,269	-	-	-	-	21,200	13,931
Revenue attributable	-	-	-	-	(19)	(367)	-	-	-	-	(19)	(367)
Purchase of film rights	-	-	-	187	-	-	-	-	-	-	-	187
Re-imbursement of administrative expense	122	98	52	12	1,166	2,286	-	-	-	-	1,340	2,396
Re-imbursement given	-	15	-	-	-	-	-	-	-	-	-	15
Assets Usage Charges paid	-	-	5	7	-	-	-	-	-	-	5	7
Commission expenses	-	-	6	5	-	-	-	-	-	-	6	5
Rent expenses	-	-	-	-	-	-	732	768	-	-	732	768
Interest income	-	372	-	-	-	-	-	-	-	-	-	372
Interest expenses	-	-	856	1,066	58	62	-	-	-	-	915	1,127
Salary, commission and perquisites* to KMPs	-	-	-	-	-	-	968	952	-	-	968	952
Gratuity/Lease encashment transferred	-	-	-	123	-	-	-	-	-	-	-	123
Sale of assets	-	-	(0)	4	-	-	-	-	-	-	(0)	4
Refund of content advances	-	-	590	-	-	-	-	-	-	-	590	-
Trade advances/ loans taken	3,022	-	4,387	3,260	-	-	-	-	-	-	7,409	3,260
Repayment of advances/ loans	-	-	785	3,776	-	-	-	-	-	-	785	3,776
Refund of deposits	-	-	-	-	-	-	-	-	-	-	-	-

* From 16 September 2021 is has become entity having significant influence.

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c) (ii) Transactions during the year with related parties

Amount ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Sale of film rights		
Eros Worldwide FZ LLC	8,033	11,650
Eros International Ltd United Kingdom	6,309	2,269
ErosNow Private Limited	8	12
Eros International Ltd USA INC	2,854	-
Eros International Films Private Limited	3,996	-
Total	**21,200**	**13,931**
Revenue attributable to Eros Digital FZ LLC	(19)	(367)
Purchase of film rights		
Eros International Films Private Limited	-	49
Colour Yellow Productions Private Limited	-	138
Total	**-**	**187**
Re-imbursement of administrative expense		
Eros Worldwide FZ LLC	122	98
Eros Digital FZ LLC	1,166	2,286
Eros International Films Private Limited	12	12
ErosNow Private Limited	40	-
Total	**1,340**	**2,396**
Re-imbursement given		
Eros Worldwide FZ LLC	-	15
Total	**-**	**15**
Assets Usage Charges paid		
EyeQube Studios Private Limited	5	7
Total	**5**	**7**
Commission expenses		
EM Publishing Private Limited	6	5
Total	**6**	**5**
Rent expenses		
Mr. Sunil Lulla	348	384
Mrs. Manjula K Lulla	36	36
Mr. Kishore Lulla	348	348
Total	**732**	**768**
Interest income		
Eros Worldwide FZ LLC	-	372
Total	**-**	**372**
Eros Digital Private Limited	58	62
ErosNow Private Limited	172	173
EyeQube Studios Private Limited	5	4
Eros International Films Private Limited	680	888
Total	**915**	**1,127**
Salary, commission and perquisites* to KMPs		
Mr. Sunil Lulla***	514	521
Mrs. Krishika Lulla	86	86
Mr. Farokh Gandhi - Executive Director & Chief Financial Officer (India)	31	84
Mr. Vijay Jayantilal Thaker (w.e.f. 12 August 2019)	36	36
Mr. Pradeep Dwivedi - Chief Executive Officer (w.e.f. 10 February 2020)	300	225
Total	**968**	**952**

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* Perquisites to KMP have been valued as per Income tax Act, 1961 and rules framed thereunder or at actuals as the case may be.

*** The remuneration accrued/paid by the company to its Vice Chairman and Managing Director for the year ended 31 March 2022 is in excess by ₹ 394 lakhs (31 March 2021 400 lakhs) vis-a-vis the limits specified in section 197 of Companies Act, 2013 ('the act') read with schedule V thereto, as the Company does not have profits. The Company is in process of complying with the prescribed statutory requirements to regularize such excess payments, including seeking approval of shareholders, as necessary. Untill then, the said excess amount is held in trust by the Vice Chairman and Managing Director.

d) Transactions with related parties *(Continued)*

Amount ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Loan and advances Transferred		
ErosNow Private Limited	-	0
	-	**0**
Gratuity/Leave encashment transferred		
ErosNow Private Limited	-	123
	-	**123**
Sale of Assets		
ErosNow Private Limited	(0)	4
	(0)	**4**
Recovery of loans and advances given		
Colour Yellow Productions Private Limited	590	-
Total	**590**	**-**
Trade advances/ loans taken		
Eros Worldwide FZ LLC	3,022	-
Eros International Films Private Limited	1,162	510
ErosNow Private Limited	3,225	2,750
Total	**7,409**	**3,260**
Repayment of advances/ loans		
ErosNow Private Limited	665	2,425
Eros International Films Private Limited	120	1,351
Total	**785**	**3,776**

e) Balances with related parties

Amount ₹ in lakhs

	As at 31 March 2022	As at 31 March 2021
Trade balances due from		
Eros Worldwide FZ LLC	40,645	35,124
Eros International Films Private Limited	2,756	-
Eros International Limited	8,653	2,195
Eros International Ltd USA INC	2,884	-
ErosNow Private Limited	8	18
Eros Digital FZ LLC	5,649	4,327
Total	**60,595**	**41,664**

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Amount ₹ in lakhs

	As at 31 March 2022	As at 31 March 2021
Trade balances due to		
Eros International Limited	293	282
Big Screen Entertainment Private Limited	96	96
Colour Yellow Productions Private Limited	3,227	3,227
Eros International Films Private Limited	54	54
ErosNow Private Limited	123	123
Eros Digital FZ LLC	19,208	18,518
Total	**23,003**	**22,301**
Advances due to		
Eros Worldwide FZ LLC	3,333	311
Total	**3,333**	**311**
Loans due to		
Eros Digital Private Limited	671	619
Eros International Films Private Limited	7,287	6,800
ErosNow Private Limited	3,670	996
EyeQube Studios Private Limited	58	49
Total	**11,686**	**8,464**
Content advances given to		
Colour Yellow Productions Private Limited	4,192	4,782
Total	**4,192**	**4,782**
Loans and advances due from		
EM Publishing Private Limited	9	15
Digicine Pte Limited	40	38
Eros Animation Private Limited	2	2
Total	**51**	**55**
Security Deposits/Amounts due from KMPs or their relatives		
Mr. Sunil Lulla	13	13
Mrs. Manjula Lulla	75	75
Mr. Kishore Lulla	180	180
Total	**268**	**268**

Amounts due to KMPs or their relatives	As at 31 March 2022	As at 31 March 2021
Mr. Sunil Lulla	736	489
Mr. Kishore Lulla	193	241
Mrs. Manjula Lulla	158	124
Mrs. Krishika Lulla	24	21
Mrs. Meena Lulla	7	7
Total	**1,118**	**881**

Terms and conditions

All outstanding balances are unsecured and repayable in cash.

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44 Categories of financial assets and financial liabilities

The carrying value of financial instruments by categories are as follows:

Amount ₹ in lakhs

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets		
Measured at fair value through profit and loss		
Investments*	2,450	2,460
Total	**2,450**	**2,460**
Measured at amortised cost		
Loans	1,158	1,383
Restricted deposits	536	2,852
Other financial assets	326	370
Trade receivables	65,099	46,081
Cash and cash equivalents	152	874
Total	**67,271**	**51,560**
Measured at amortised cost		
Borrowings	53,009	56,098
Acceptance	-	1,400
Trade payables	28,872	30,672
Other financial liabilities	2,818	3,484
Lease liabilities	1,649	2,137
Total	**86,348**	**93,791**

*Exclude financial instruments of investment in subsidiaries carried at cost.

45 Fair value measurement of financial instruments

Financial assets and financial liabilities measured at fair value in the balance sheet are grouped into three Levels of a fair value hierarchy. The three Levels are defined based in the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e as price) or indirectly (i.e. derived from price)

Level 3: unobservable inputs for the asset or liability

a. The following table shows the Levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

Amount ₹ in lakhs

Particulars	As at 31 March 2022	Level 1	Level 2	Level 3
Financial assets				
Measured at fair value through profit and loss				
Investments*	2,450	-	-	2,450
Total	**2,450**	**-**	**-**	**2,450**

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b. The following table shows the financial assets and liabilities measured at amortised cost on a recurring basis:

Amount ₹ in lakhs

Particulars	As at 31 March 2022	Level 1	Level 2	Level 3
Measured at amortised cost				
Financial assets				
Loans	1,158	-	-	-
Restricted bank deposits	536	-	-	-
Other financial assets-Non Current	278	-	278	-
Other financial assets- Current	48	-	-	-
Trade receivables	65,099	-	-	-
Cash and cash equivalents	152	-	-	-
Total	**67,271**	**-**	**278**	**-**
Financial liabilities				
Measured at amortised cost				
Borrowings-Non Current	6,124	-	6,124	-
Borrowings- Current	46,885	-	-	-
Trade payables	28,872	-	-	-
Other financial liabilities	2,818	-	-	-
Lease liabilities	1,649	-	-	-
Total	**86,348**	**-**	**6,124**	**-**

* Exclude financial instruments of investment in subsidiaries carried at cost.

During the year ended 31 March 2022 there was no transfers between level 2 and level 3 fair value hierarchy.

Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities and short term borrowings carried at amortised cost is not materially different from its carrying cost largely due to short term maturities of these financial assets and liabilities

Fair value of the borrowing items fall within level 2 of the fair value hierarchy and is calculated on the basis of discounted future cash flows.

Non-listed shares and other securities fall within level 3 of the fair value hierarchy. Valuation is based on the discounted future cash flow method.

Financial instruments with fixed and variable interest rate fall within level 2 of the fair value hierarchy and are evaluated by Company based on parameters such as interest rate, credit rating or assessed credit worthiness.

45 Fair value measurement of financial instruments *(Continued)*

a. The following table shows the Levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

Amount ₹ in lakhs

Particulars	As at 31 March 2021	Level 1	Level 2	Level 3
Financial assets				
Measured at fair value through profit and loss				
Investments*	2,460	-	-	2,460
Total	**2,460**	**-**	**-**	**2,460**

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b. The following table shows the financial assets and liabilities measured at amortised cost on a recurring basis:

Amount ₹ in lakhs

	As at 31 March 2021	Level 1	Level 2	Level 3
Measured at amortised cost				
Loans	1,383	-	-	-
Restricted bank deposits	2,852	-	-	-
Other financial assets-Non current	281	-	281	-
Other financial assets-Current	90	-	-	-
Trade receivables	46,081	-	-	-
Cash and cash equivalents	874	-	-	-
Total	**51,560**	**-**	**281**	**-**
Financial liabilities				
Measured at amortised cost				
Borrowings-Non Current	4	-	4	-
Borrowings- Current	56,094	-	-	-
Acceptance	1,400	-	-	-
Trade payables	30,672	-	-	-
Other financial liabilities	3,484	-	-	-
Lease liabilities	2,137	-	-	-
Total	**93,791**	**-**	**4**	**-**

*Exclude financial instruments of investment in subsidiaries carried at cost.

During the year ended 31 March 2021 there was no transfers between level 2 and level 3 fair value hierarchy.

Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities and short term borrowings carried at amortised cost is not materially different from its carrying cost largely due to short term maturities of these financial assets and liabilities

Following table shows the reconciliation from the opening balances to the closing balances of the level 3 values:-

Particulars	**Amount ₹ in lakhs**
Balance as on 1 April 2020	**2,460**
Less: Fair value loss recognised through profit and loss	-
Balance as on 31 March 2021	**2,460**
Less: Fair value loss recognised through profit and loss	(10)
Balance as on 31 March 2022	**2,450**

Financial asset	**Fair value as at (₹ in Lakhs)**		**Fair value hierarchy**	**Valuation techniques and key inputs**	**Significant unobservable input**	**Relationship of unobservable input to fair value**
	31 March 2022	**31 March 2021**				
Investment in unquoted equity share	Equity share of :- ErosNow Private limited (Formerly known as Universal Power Systems Private Limited) - ₹2450	Equity share of :- ErosNow Private limited (Formerly known as Universal Power Systems Private Limited) - ₹2460	Level 3	Income approach - In this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefit to be derived from the ownership of these equity instruments.	The significant inputs were:- a) the estimated cash flow; and b) the discount rate to compute the present value of the future expected cash flow.	A 1 % increase / decrease in the discount rate used would decrease/ increase the fair value of unquoted equity instruments by ₹ 373 lakhs / ₹ 415 lakhs (₹ 72 lakhs / ₹ 86 lakhs As at 31 March 2021).

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46 Financial instruments and Risk management

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in note 44 The main types of risks are market risk, credit risk and liquidity risk.

The Company's risk management is coordinated in close cooperation with the board of directors and audit committee meetings.

The Company has established objectives concerning the holding and use of financial instruments. The underlying basis of these objectives is to manage the financial risks faced by the Company.

Management of Capital Risk and Financial Risk

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The Company monitors capital using a gearing ratio, which is net debt divided by total capital. For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. Net debt is calculated as borrowing (refer note 19,25,26 and 27) less cash and cash equivalents.

The gearing ratio at the end of the reporting period was as follows:

Amount in ₹ Lakhs

	As at 31 March 2022	As at 31 March 2021
Debt	53,009	57,511
Less: Cash and cash equivalents	(152)	(874)
Net debt	**52,857**	**56,637**
Equity	**21,476**	**21,104**
Net debt to equity	**246.12%**	**268.38%**

Financial risk management objectives

Based on the operations of the Company, Management considers that key financial risks that it faces are credit risk, currency risk, liquidity risk and interest rate risk. The objectives under each of these risks are as follows:

- credit risk: minimize the risk of default and concentration.
- currency risk: reduce exposure to foreign exchange movements principally between INR and USD.
- liquidity risk: ensure adequate funding to support working capital and future capital expenditure requirements.
- interest rate risk: mitigate risk of significant change in market rates on the cash flow of issued variable rate debt.

Credit Risk

The Company's credit risk is principally attributable to its trade receivables, loans and bank balances. As a number of the Company's trading activities require third parties to report revenues due to the Company this risk is not limited to the initial agreed sale or advance amounts. The amounts shown within the Balance Sheet in respect of trade receivables and loans are net of allowances for doubtful debts based upon objective evidence that the Company will not be able to collect all amounts due.

Trading credit risk is managed on a customer by customer basis by the use of credit checks on new clients and individual credit limits, where appropriate, together with regular updates on any changes in the trading partner's situation.

The credit risk on bank balances is limited because the counterparties are banks with high credit ratings as signed by international credit rating agencies.

The Company from time to time will have significant concentration of credit risk in relation to individual theatrical releases, television syndication deals or digital licenses. This risk is mitigated by contractual terms which seek to stagger receipts and/or the release or airing of content. As at 31 March 2022 93% (31 March 2021: 91 %) of trade account receivables were represented by the top 5 customer, out of which as at 31 March 2022 93% (31 March 2021: 90 %) of trade account receivables were represented by the related parties. The maximum exposure to credit risk is that shown within the statement of financial position.

As at 31 March 2022, the Company did not hold any material collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Currency Risk

The Company is exposed to foreign exchange risk from foreign currency transactions. As a result it faces both translation and transaction currency risks which are principally mitigated by matching foreign currency revenues and costs wherever possible.

The Company has identified that it will need to utilize hedge transactions to mitigate any risks in movements between the US Dollar and the Indian Rupee and has adopted an agreed set of principles that will be used when entering into any such transactions. No such

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transactions have been entered into to date and the Company has managed foreign currency exposure to date by seeking to match foreign currency inflows and outflows as much as possible such as packing credit repayment in USD is matched with remittances from UAE in USD. Details of the foreign currency borrowings that the Company uses to mitigate risk are shown within Interest Risk disclosures.

The Company adopts a policy of borrowing where appropriate in the foreign currency as a hedge against translation risk. The table below shows the Company's net foreign currency monetary assets and liabilities position in the main foreign currencies, translated to Indian Rupees(INR) equivalents, as at the year end:

	Net balance receivables / (payables)			
	INR	USD	SGD*	EUR*
				In Lakhs
As at 31 March 2022	42,025	548	-	-
As at 31 March 2021	23,410	355	1	-

*amount represents less than one lakh

The above foreign currency arises when the Company holds monetary assets and liabilities denominated in a currency other than INR.

A uniform decrease of 10% in exchange rates against all foreign currencies in position as of 31 March 2022 would have decreased in the Company's net profit before tax by approximately ₹ 4,203 lakhs (31 March 2021: profit of ₹ 2,341lakhs). An equal and opposite impact would be experienced in the event of an increase by a similar percentage.

46 Financial instruments and Risk management (continued)

Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and agreed committed banking facilities. Management of working capital takes account of film release dates and payment terms agreed with customers.

A maturity analysis for financial liabilities is provided below. The amounts disclosed are based on contractual undiscounted cash flows. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rates as at 31 March, in each year.

Amount in ₹ Lakhs

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
As at 31 March 2022					**₹ In Lakhs**
Borrowing principal payments	53,009	46,885	4,624	1,500	-
Borrowing interest payments	4,819	4,268	417	134	-
Trade and other payables	31,690	12,584	19,107	-	-
Lease liabilities	1,649	541	1,108	-	-

Amount in ₹ Lakhs

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
As at 31 March 2021					**₹ In Lakhs**
Borrowing principal payments	56,098	56,094	4	-	-
Borrowing interest payments	7,481	7,481	-	-	-
Acceptance	1,400	1,400	-	-	-
Trade and other payables	34,156	10,132	18,024	-	-
Lease liabilities	2,137	488	1,649	-	-

At 31 March 2022, the Company had facilities available of ₹ 41,299 Lakhs (31 March 2021: ₹ 49,034 Lakhs) and had net undrawn amounts of ₹ Nil (31 March 2021: ₹ 1,995 Lakhs) available.

Interest rate risk

The Company is exposed to interest rate risk as the Company has borrowed funds at floating interest rates. The risk is managed as the loans are at floating interest rates which is aligned to the market.

A uniform increase of 100 basis points in interest rates against all borrowings in position as of 31 March 2022 would have decreased in the Company's net profit before tax by approximately ₹ 530 Lakhs (31 March 2021:decrease net profit before tax of ₹ 485 Lakhs). An equal and opposite impact would be experienced in the event of a decrease by a similar basis.

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Amount ₹ in lakhs

		Year ended 31 March 2022	Year ended 31 March 2021
47	**Auditors' remuneration**		
	As auditor		
	Statutory audit	114	80
	Limited review	15	15
	Tax audit	-	7
		129	102
	In other capacity		
	Other services (certification fees)	10	4
		10	4
	Total	**139**	**106**

48 There are amount payable as at the year end to micro, small and medium enterprises as defined in The Micro, Small & Medium Enterprises Development Act, 2006. Detail disclosure on it given below :

Amount ₹ in lakhs

Sl No	Particulars	As on 31 March 2022	As on 31 March 2021
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	53	-
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	3	-
3	Principal amount paid to suppliers registered under the MSMED Act beyond the appointed day during the year	-	-
4	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year Read more at: https://taxguru.in/company	-	-
5	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
6	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
7	Further interest remaining due and payable for earlier years	-	-

48 Trade Payables Ageing

As at 31st March 2022 : Amount ₹ in lakhs

Particulars		**Outstanding for following periods from due date of payment**					
		Not Due	**Less than 1 year**	**1-2 years**	**2-3 years**	**> 3 years**	**Total**
i)	MSME	27	29	-	-	-	**56**
ii)	Others	3,115	1,296	161	4,164	998	**9,734**
iii)	Disputed dues -MSME	-	-	-	-	-	**-**
iv)	Disputed dues -Others	-	-	-	-	-	**-**
Subtotal		**3,142**	**1,325**	**161**	**4,164**	**998**	**9,790**

As at 31st March 2021 : Amount ₹ in lakhs

Particulars		Outstanding for following periods from due date of payment					
		Not Due	**Less than 1 year**	**1-2 years**	**2-3 years**	**> 3 years**	**Total**
i)	MSME	-	-	-	-	-	**-**
ii)	Others	**5,125**	**2,164**	**4,429**	**720**	**235**	**12,673**
iii)	Disputed dues -MSME	-	-	-	-	-	**-**
iv)	Disputed dues -Others	-	-	-	-	-	**-**
Subtotal		**5,125**	**2,164**	**4,429**	**720**	**235**	**12,673**

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49 Intangibles Asset Under Development (IAUD)

Amount ₹ in lakhs

a) Ageing as at 31st March 2022

Particulars	Amount in IAUD for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	321	321

b) Ageing as at 31st March 2022 where project is overdue or has exceeded cost compared to original plan

	To be Completed				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
---------------------- NIL ----------------------					

c) Ageing as at 31st March 2021

	Amount in IAUD for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	324	324

d) Ageing as at 31st March 2021 where project is overdue or has exceeded cost compared to original plan

	To be Completed				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
---------------------- NIL ----------------------					

50 As per the provision of the Act, a Corporate Social Responsibility (CSR) committee has been formed by the Company. CSR objects chosen by the Company primarily consist of promoting education, promoting gender equality, empowering women, setting up homes and hostels for women and orphans etc. As per the provisions of the Act, gross amount required to be spent by the Company is ₹ NIL (31 March 2021 : ₹ NIL), of which ₹ NIL (31 March 2021 : ₹ 8 lakh) havve spent during current year

51 Since early March 2021, India has witnessed a second wave of COVID-19 with sudden rise in COVID-19 cases across India. This led to imposing lockdown like restrictions across the country and impacted the economic activity including the entire media and entertainment industry. India has also witnessed third wave of COVID 19 since January 2022. The business activities of the Company were also affected for the above periods/year. The Company's management has done an assessment of the situation, including the liquidity position, the recoverability and carrying value of all its investments, other assets and liabilities and concluded that there were no material adjustments required as on March 31, 2022. As a result of the growing uncertainties with respect to COVID-19, the impact of this pandemic may be different from that estimated as at the date of approval of these financial results. The Company will continue to closely monitor any material changes to future economic condition.

52 One Time Restructuring (OTR) under RBI's Resolution Framework for Covid-19 related stress as per RBI circular dated 6 August 2020 and Resolution Framework for Covid-19 related stress – Financial Parameters dated 7 September 2020 were invoked by the company and the consortium bankers on 24 December 2020. The said resolution plan was duly approved and implemented by the company's bankers on 22 June 2021 with effect from the cut-off date as 1 January 2021 and accordingly, the outstanding debts liabilities were regularized and restructured and the impact of the said restructuring has been taken in the financial result for the year ended 31 March 2022 based on the OTR framework agreement, bank sanction letters and other related documents.

53 As at 31 March, 2022, the current liabilities exceeds the current assets by ₹ 8,772 lakhs. The economic uncertainty created by the COVID-19 resulted in significant business disruptions for film distributer and broadcasting companies till December 2021. Material uncertainties exists that may cast significant doubt on the Company's ability to continue as a going concern. The Company has taken various steps aimed at augmenting liquidity including restructuring of the borrowing facilities, conserving cash including various costs saving initiatives, and maximizing revenue through monetizing of the film/music library by way of long term contracts, recovery of trade receivables overdue and raising of funds by way of proposed issue of share warrants. The Company has considered the impact of these uncertainties and steps and factored them into their financial forecasts. For the said reason, Management continues to adopt the going concern basis in preparing the standalone financial statements.

Notes

to the standalone financial statements and other explanatory information

54 Leases

Company as a lessee

The company's leased assets primarily consist of offices. Lease of the office premises generally have lease term of 5 years.

(a) The carrying amount of Right to use assets and the movements during the year are given in note 3.

(b) The carrying amount of lease liabilities and the movements during the year:-

Amount in ₹ Lakhs

	Particulars	Year ended 31 March 2022	Year ended 31 March 2021
	Opening balance	2,137	237
	Addition		2,474
	Accretion of Interest	-	-
	Payment made	488	574
	Closing balance	**1,649**	**2,137**
(c)	The amount relating to leases recognized in statement of profit and loss		
	Depreciation of right of use of assets	4	277
	Interest expense on lease liability'	-	89
	Total	**4**	**365**
(d)	Undiscounted maturity analysis of lease liabilities as at end of the year		
	Less than 1 year	541	488
	One to five year	1,108	1,649
	More than 5 year	-	-

55 The Company has trade receivables of ₹ 40,645 lakhs from Eros Worldwide FZ LLC ("EWW")(" Company having significant influence"), and ₹ 8,652 lakhs from Eros International Limited UK (fellow subsidiary of EWW) and ₹ 2,884 lakhs from Eros International USA Inc. (fellow subsidiary of EWW). Dues of EWW of ₹ 32,577 lakhs are overdue. As per the management accounts for year ended March 31, 2022, net worth of these companies has been eroded and has incurred losses in that year. Further, EWW has made significant write down in the carrying amount of film content. The parent Company of aforesaid entities i.e. Eros Media World PLC is committed to continue to support these entities. Based on the future business plans of EWW, management is confident of recovery of above dues from related parties and does not require any provisions.

56 Ratio Analysis

Sr. No.	Particulars	FY 2021-22	FY 2020-21	% Change	Remarks for Variation
1	Current Ratio	0.89	0.57	54%	Due to increase in trade receivables
2	Debt Equity Ratio	2.47	2.66	-7%	-
3	Debt Service Coverage Ratio	1.12	(0.01)	115%	Due to Loss in previous financial year
4	Return on Equity	0.02	(0.80)	-102%	Due to Loss in previous financial year
5	Inventory Turnover Ratio	-	-	-	NA
6	Trade Receivables Turnover Ratio	0.34	0.53	-37%	Due to increase in trade receivables
7	Trade Payables Turnover Ratio	1.27	2.07	-39%	Due to decrease in expenses pertaining to sales
8	Net Capital Turnover Ratio	1.02	1.16	-12%	-
9	Net Profit Ratio	0.02	(0.69)	-102%	Due to Loss in previous financial year
10	Return on Capital Employed	0.10	(1.87)	-105%	Due to Loss in previous financial year
11	Return on Investments	0.28	0.52	-46%	Due to reduction in fixed deposits

Notes
to the standalone financial statements and other explanatory information

56.1 Formula for computation of ratios are as follows :

Sr. No.	Particulars	Formula
1	Current Ratio	Current Assets /Current Liabilities
2	Debt Equity Ratio	Total Debt / Total Equity
3	Debt Service Coverage Ratio	Earnings before Interest, Depreciation, amortization of film rights(net), Tax and Exceptional items / (Interest Expense + Principal Repayments made during the period for long term loans)
4	Return on Equity Ratio	Profit After Tax (Attributable to Owners) / Average Net Worth
5	Inventory Turnover Ratio	Cost of Goods Sold/ (Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade)
6	Trade Receivables Turnover Ratio	Value of Sales & Services / Average Trade Receivables
7	Trade Payables Turnover Ratio	(Cost of Materials Consumed (after adjustment of RM Inventory) + Purchases of Stock-in-Trade + Other Expenses) / Average Trade Payables
8	Net Capital Turnover Ratio	Value of Sales & Services / Net Worth
9	Net Profit Ratio	Profit After Tax (after Exceptional items) / Value of Sales & Services
10	Return on Capital Employed (Excluding Working Capital financing)	(Net Profit After Tax + Deferred Tax Expense/(Income) + Finance Cost (-) Other Income)/ Average Capital Employed
11	Return on Investments	Other Income (Excluding Dividend)/ Average Cash, Cash Equivalents & Other Marketable Securities

57 Other Statutory Information

(i) Balances outstanding with Nature of transactions with struck off companies as per Section 248 of the Companies Act, 2013:

FY 2021-22

Sr. No.	Name of struck of Company	Nature of transactions with struck-off Company	Balance outstanding (₹ in lakhs)	Relationship with Struck off company, if any, to be disclosed
1	Space Cable Network	Trade receivable*	0	No
2	My Channel India Pvt. Ltd.	Trade receivable*	0	No
3	Satellite Cable Communication	Trade receivable	2	No
4	R K Digital Cable Network	Trade receivable*	0	No
5	Bhusawal Cable Network Pvt. Ltd.	Trade receivable*	0	No
6	Colour Yellow Pictures Ltd.	Trade Payable	7	No
7	Red Eye Kraft Private Limited	Content Advances**	895	No
8	Dreams Broking Pvt Ltd	Equity share capital*	(No. of share - 3)	No
9	Kothari Intergroup Ltd.	Equity share capital*	(No. of share - 1)	No

* Value below ₹ 1 lakh

** Company has made the provision against same.

FY 2020-21

Sr. No.	Name of struck of Company	Nature of transactions with struck-off Company	Balance outstanding (₹ in lakhs)	Relationship with Struck off company, if any, to be disclosed
1	Space Cable Network	Trade receivable	2	No
2	Satellite Cable Communication	Trade receivable	1	No
3	R K Digital Cable Network	Trade receivable	1	No
4	My Channel India Pvt. Ltd.	Trade receivable	1	No
5	Bhusawal Cable Network Pvt. Ltd.	Trade receivable*	0	No
6	Colour Yellow Pictures Ltd.	Trade Payable	7	No
7	Kalsan Movies Private Limited	Trade Payable	10	No
8	Dil Multimedia Pvt Ltd	Content Advances**	2,751	No
9	Red Eye Kraft Private Limited	Content Advances**	895	No
10	Dreams Broking Pvt Ltd	Equity share capital*	(No. of share - 3)	No
11	Kothari Intergroup Ltd.	Equity share capital*	(No. of share - 1)	No
12	M/S Prava Buildcon Private Limited	Equity share capital*	(No. of share - 250)	No

* Value below ₹ 1 lakh

Notes
to the standalone financial statements and other explanatory information

** Company has made the provision against same

(ii) No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(iii) The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.

(iv) Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(v) The company has complied with layers prescribed in Companies Act, 2013.

(vi) The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(viii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ix) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

(x) The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(xi) The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

58 Post reporting date events

No adjusting or significant non-adjusting events have occurred between 31 March 2022 and the date of authorisation of these standalone financial statements.

59 Authorisation of financial statements

The financial statements fir the year ended 31 March 2022 (including comparatives) were approved by the board of directors on 29 May, 2022.

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No.: 101720W/W100355

For and on behalf of Board of directors

Amit Chaturvedi
Partner
Membership No: 103141

Sunil Lulla
Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Place: Mumbai
Date : 29 May 2022

Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

To the Members of
EROS INTERNATIONAL MEDIA LIMITED

Report on the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **Eros International Media Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2022, and the consolidated Statement of Profit and Loss, including consolidated Other Comprehensive Income, consolidated Statement of Changes in Equity and the consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements including and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (" the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its loss including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

With reference to Note 56 of the Consolidated Financial Statements, the Group has trade receivables of ₹40,645 Lakhs and loan receivables of ₹88,133 Lakhs from Eros Worldwide FZ LLC ("EWW") (" Company having significant influence"), and trade receivables of ₹8,652 Lakhs from Eros International Limited UK (fellow subsidiary of EWW) and ₹ 2,884 Lakhs from Eros International USA Inc. (fellow subsidiary of EWW). Dues of EWW of ₹32,577 Lakhs are overdue. As per the management accounts for year ended March 31, 2022 provided to us, net worth of these companies has been eroded and has incurred losses in that year. Further, EWW has made significant write down in the carrying amount of film content. Considering the financial position of these companies, we are unable to obtain sufficient appropriate audit evidence to comment on the extent of the recoverability of the carrying value of the above receivables and the consequential effects on the consolidated financial statement.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Consolidated Financial Statements.

Material Uncertainty related to Going Concern

With reference to Note 54 of the Consolidated Financial Statements, the economic uncertainty created by the novel coronavirus has resulted in significant business disruptions for film distributer and broadcasting companies. The Group current liabilities exceed the current assets as on March 31, 2022. These conditions, along with other matter as set forth in the aforesaid note, indicate the existence of a material uncertainty with respect to the Group assessment to continue as a going concern and such assumption depends on the Group monetizing of the film/music library by way of long term contracts, recovery of the dues from the Eros Worldwide FZ LLC and raising of funds by way of planned issue of warrants.

Our opinion is not modified in respect of this above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements:-

<table>
<tr><th>Key Audit Matters</th><th>Response to Key Audit Matters</th></tr>
<tr><td colspan="2">Content Advances
(Refer note 3)</td></tr>
<tr><td>Company enters into agreements with production houses to develop future film content. Advances are given as per terms of agreements. Such content advances are monitored by management of the Company for recoverability and appropriate write offs are taken when film production does not seem viable and refund of advance is not probable basis management evaluation.

The Content advances are transferred to film and rights at the point at which the content is first exploited. Provision is made as per provision policy in respect of content advances against which content has not been delivered by vendor within agreed timelines or where projects are at standstill/ put on hold for substantial period of time.

Because of the significance of content advances to the balance sheet and of the significant degree of management judgment involved in evaluating the adequacy of the allowance for content advances, we identified this area as key audit matter.</td><td>Our audit procedures with respect to content advance, delivery of the content and it's impairment included and were not limited to following:
• Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key controls over the processes of authorisation of content advances and tracking of receipt of related content as per agreement.
• Examination of contracts on sample basis entered by the Company and agreeing with the schedule of content advance.
• Examination of the approvals of write off where amounts are not recoverable.
• Testing of the amounts transferred to film and rights account on sample basis on delivery of content by vendor.
• Circulating and obtaining independent confirmations from parties on the outstanding balances on sample basis. Testing the reconciliation, if any between the balances confirmed by party and balance in the books.
• Conducting discussion with the management and reviewing, on sample basis, the project status prepared by management for determining the adequacy of impairment provisions where balances are still pending to be adjusted against the content to be delivered by the party.
• In respect of projects as referred in note 3 of the consolidated financial statement, the deliveries against the content advances aggregating to ₹ 1,22,705 Lakhs on which provision has been already made to ₹ 98,685 lakhs have been delayed due to Company's inability to provide timely funds to production houses. We inquired with the management of the future plans to monetise these advances. Management expects to raise the additional funds (refer paragraph under heading "Material Uncertainty relating to Going Concern), negotiate with production houses to complete these projects in planned manner. Management is of the opinion that no additional provisioning is required in this regard.</td></tr>
<tr><td colspan="2">Revenue Recognition
(Refer note 1 and para 'a' of the significant accounting policies)</td></tr>
<tr><td>The Company recognize theatrical income, license Fees and distribution revenue, net of sales related taxes, when control of the underlying products have been transferred along with satisfaction of performance obligation.

Recognition of revenue is driven by specific terms of related contracts.

The various streams of revenue, together with the level of judgement involved make its accounting treatment for revenue a significant matter for our audit.</td><td>Our audit procedures to assess the appropriateness of revenue recognised included and were not limited to following:
• Obtaining an understanding of an assessing the design, implementation and operating effectiveness of the Company's key internal controls over the revenue recognition process.
• Examination of significant contracts entered into close to year end to ensure revenue recognition is made in correct period.
• Testing a sample of contracts from various revenue streams by agreeing information back to contracts and proof of delivery or transmission as appropriate and ensure revenue recognition is in accordance with principles of Ind AS 115.
• Assessing the adequacy of Company's disclosure in accordance with requirements of Ind AS 115.</td></tr>
<tr><td colspan="2">Amortisation of Film and Content Rights
(Refer note 1 and para 'c' of the significant accounting policies)</td></tr>
<tr><td>The cost incurred on acquisition of film and content rights are amortised over the period. Company carries out stepped up amortisation of film content, with higher amortisation in year of film release and lower amortisation in later periods as per the policy disclosed in significant accounting policy.

Such amortisation policy has been derived basis management's expectation of overall performance of films based on historical trends. The Company maintains detailed content wise information relating to historical trends and future benefits from content through theatrical sales, sale of satellite or television and other forms of monetisation of the content.

Determination of amortisation policy and assessing impairment of content asset involves significant judgement and estimates since it is dependent on various internal and external factors.

Because of the significance of the amortisation of content and film rights to balance sheet together with the level of judgement involved make its accounting treatment a significant matter for our audit.</td><td>Our audit procedures to test amortisation/ impairment of film content included and were not limited to following:
• Assessing the design, implementation and operating effectiveness of the Company's key internal controls over the processes of maintenance and updation of master files containing data on the film rights carrying value and the related amortisation computations thereof.
• Testing, on sample basis, the mathematical accuracy of the acquisition cost of film and content rights, associated amortisation charge and additions and disposals to third party supporting documents.
• Discussing the expectations of the selected films and shows with key personnel, including those outside of finance, to ensure its consistency of expected performance with key assumptions.
• Determining the overall assumptions used by management for amortisation policy is appropriate based on the expected utilisation of benefits of the underlying content.
• Assessing management's historical forecasting accuracy by comparing past assumptions to actual outcomes.
• The carrying value of the content and film cost were tested for impairment based on the valuation model. We tested the historical data used for valuation, challenged the terminal growth and discount rates used and considered the reasonableness of the sensitivity assessment applied.</td></tr>
</table>

Trade Receivables *(Refer note 1 and para 'f' of the significant accounting policies)*	
The Company is required to regularly assess the recoverability of its trade receivables. Management assesses the level of allowance for expected credit loss required at each reporting date after taking into account the ageing analysis of trade receivables and other historical and current factors specific to individual accounts. The recoverability of trade receivables was significant to our audit because of the significance of trade receivables to balance sheet and involvement of significant degree of management judgement involved in evaluating the adequacy of the allowance for expected credit loss.	Our audit procedures to assess the recoverability of trade receivables included and were not limited to following: • Tested the accuracy of aging of trade receivables at year end on a sample basis. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers related to the recoverability of outstanding amount and to consider if any additional provision should be made. • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any. • Examination of the approvals of write off where amounts are not recoverable. • Circulating and obtaining independent customers confirmation on the outstanding balances on sample basis. Testing the reconciliation, if any between the balances confirmed by customer and balance in the books on sample basis. • In assessing the appropriateness of the overall provision for expected credit loss we considered the management's application of policy for recognizing provisions which included assessing whether the calculation was in accordance with IND AS 109 and comparing the Company's provisioning rates against historical collection data.
Related Party Transactions *(Refer Note 44)*	
The Company has undertaken transactions with its related parties in the ordinary course of business at arm's length. These include transactions in the nature of investments, loans, sales etc. as disclosed in note 44 to the standalone Ind AS financial statements. Considering the significance of transactions with related parties and regulatory compliances thereon, related party transactions and its disclosure as set out in respective notes to the financial statements has been identified as key audit matter.	Our procedures/ testing included the following: - Obtained and read the Company's policies, processes and procedures in respect of identifying related parties, obtaining approval, recording and disclosure of related party transactions. - Read minutes of shareholder meetings, board meetings and minutes of meetings of those charged with governance in connection with Company's assessment of related party transactions being in the ordinary course of business at arm's length; - Tested, related party transactions with the underlying contracts, confirmation letters and other supporting documents; - Agreed the related party information disclosed in the financial statements with the underlying supporting documents, on a sample basis. - Also reviewed the assessment of the recoverability from the related parties based on group's cash flow plan prepared by the Management.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated Financial Statements and our auditor's report thereon. Such other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information in Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Management Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including consolidated other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of the three subsidiaries, whose financials results/statements reflect total assets of ₹1,15,290 Lakhs as at March 31, 2022 and total revenue of ₹1,580 Lakhs and ₹21,251 Lakhs and total net profit of ₹3,986 Lakhs and ₹6,265 Lakhs each for the quarter ended March 31, 2022 and for the year ended on that date respectively, and net cash outflows of ₹1,603 Lakhs for the year ended March 31, 2022, as considered in the Statement.

These financial statements and other financial information have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts included in respect of these subsidiaries, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:-

a) We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

b) Except for the effects of matters described in the "Basis for Qualified Opinion" paragraph above, and under "Qualified Opinion" paragraph in "Annexure B" to this report, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) Except for the effects of matters described in the "Basis for Qualified Opinion" paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended;

e) The matter described in the "Basis of Qualified Opinion" paragraph above, the matter described under Material Uncertainty Related to the Going Concern paragraph above and under "Qualified Opinion" paragraph in "Annexure B" to this report, may have an adverse effect on the functioning of the Company.

f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

g) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an qualified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies;

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended,

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its Executive Vice Chairman and Managing Director for the year ended March 31, 2022 is in excess by ₹394 Lakhs vis-à-vis the limits specified in Section 197 of Companies Act, 2013 ('the Act') read with Schedule V thereto as the Holding Company does not have profits. The Holding Company has represented to us that it is in the process of complying with the prescribed statutory requirements to regularize such excess payments, including seeking approval of shareholders, as necessary.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, as amended , in our opinion and to the best of our information and according to the explanations given to us:-

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 40 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2022;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India;

iv. (a) The respective managements of the Company and its subsidiaries which are the companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts no funds have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) based on our audit procedure that are considered reasonable and appropriate in the circumstances conducted on the Company and auditors' report of its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph 2(i)(iv) (a) & (b) contain any material misstatement.

v. The Group has not declared or paid any dividend during the year.

For Chaturvedi & Shah LLP
Chartered Accountants
(Firm Registration no. 101720W/W100355)

Amit Chaturvedi
Partner
Membership No.:103141

UDIN: 22103141AJVNBU7952
Place: Mumbai
Date: 29th May, 2022

Annexure "A" to the Independent Auditors' Report of even date on the Consolidated Financial Statements of Eros International Media Limited

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date) In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:-

(xxi) According to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have certain remarks included in their reports under Companies (Auditor's Report) Order, 2020 ("CARO"), which have been reproduced as per the requirements of the Guidance Note on CARO:-

Sr. No.	Name	CIN	Holding Company/Subsidiary Associate/Joint Venture	Clause number of the CARO Report
1	Eros International Media Limited	L99999MH1994PLC080502	Holding Company	1. Clause (ii) (b) 2. Clause (v) 3. Clause (vii) 4. Clause (ix) 5. Clause (xix)
2	Eros International Films Private Limited	U92113MH1994PTC080423	Subsidiary	1. Clause (iii) (f) 2. Clause (vii) (a) 3. Clause (ix) (a)
3	ErosNow Private Limited	U33111TN1984PTC010826	Subsidiary	1. Clause (iii) (f) 2. Clause (vii) (a)
4	Colour Yellow Productions Private Limited	U92412MH2013PTC248167	Subsidiary	1. Clause (xvii) 2. Clause (xx) (a)

For Chaturvedi & Shah LLP
Chartered Accountants
(Firm Registration no. 101720W/W100355)

Amit Chaturvedi
Partner
Membership No.:103141

UDIN: 22103141AJVNBU7952
Place: Mumbai
Date: 29th May, 2022

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDTAED FINANCIAL STATEMENTS OF EROS INTERNATIONAL MEDIA LIMITED

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Control over financial reporting of **Eros International Media Limited** (hereinafter referred to as "the Holding Company") and its subsidiary companies incorporated in India as of March 31, 2022 in conjunction with our audit of the consolidated financial statements of the Company for the year then ended.

Management Responsibility for the Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company and its subsidiary companies incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, we have identified material weakness as at March 31, 2022 with regards advances given for content development which has remained under production for a substantial period of time. The controls over assessing the further development or alternative arrangements needs to be strengthen failing which the advances may be potentially not recovered and written off in future.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Group annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weakness described above on the achievement of the objective of the control criteria, the Group has, in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by ICAI.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2022 Consolidated financial statements, and the material weakness do not affect our opinion on the Consolidated financial statements.

Other Matters

Our aforesaid reports under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to its two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Chaturvedi & Shah LLP
Chartered Accountants
(Firm Registration no. 101720W/W100355)

Amit Chaturvedi
Partner
Membership No.:103141

UDIN: 22103141AJVNBU7952
Place: Mumbai
Date: 29th May, 2022

Balance Sheet
as at 31 March 2022

Amount ₹ in lakhs

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
Assets			
Non-current assets			
Property, plant & equipment	2	4,488	5,330
Intangible assets			
a) Content advances	3	24,020	29,930
b) Film rights	3	26,653	37,532
c) Others intangible assets	3	715	928
d) Intangible assets under development	3	17,154	17,793
Financial assets			
a) Loans	4	88,678	80,337
b) Restricted bank deposits	10	1	98
c) Other financial assets	5	343	373
Deferred tax assets	21	401	1,240
Other non-current assets	6	10,800	10,304
Total non-current assets		**1,73,253**	**1,83,865**
Current assets			
Inventories	7	850	850
Financial assets			
a) Trade and other receivables	8	63,817	47,870
b) Cash & cash equivalents	9	408	2,656
c) Restricted bank deposits	10	535	2,754
d) Loans and advances	11	862	2,902
e) Other financial assets	12	601	151
Other current assets	13	422	342
Total current assets		**67,495**	**57,525**
Total assets		**2,40,748**	**2,41,390**
Equity and Liabilities			
Equity			
Equity share capital	14	9,588	9,586
Other equity	15	97,023	94,409
Equity attributable to owners		**1,06,611**	**1,03,995**
Non-controlling Interests	16	1,209	1,368
Total equity		**1,07,820**	**1,05,363**
Liabilities			
Non-current liabilities			
Financial liabilities			
a) Borrowings	17	4,674	3
b) Trade payables	18	19,082	17,999
i) Total outstanding dues of micro and small enterprises		-	-
ii) Total outstanding dues of creditors other than micro and small enterprises		19,082	17,999
c) Lease liabilities	19	1,188	1,823
d) Other financial liabilities	20	25	25
Employee benefit obligations	21	307	356
Other non-current liabilities	22	6,621	2,521
Total non-current liabilities		**31,897**	**22,727**
Current liabilities			
Financial liabilities			
a) Borrowings	23	41,646	52,390
b) Acceptances	24	-	1,400
c) Trade payables	25		
i) Total outstanding dues of micro and small enterprises		120	-
ii) Total outstanding dues of creditors other than micro and small enterprises		20,851	21,763
d) Lease liabilities	26	541	488
e) Other financial liabilities	26	3,419	3,794
Employee benefit obligations	27	290	327
Other current liabilities	28	27,401	25,308
Current tax liabilities	29	6,763	7,830
Total current liabilities		**1,01,031**	**1,13,300**
Total liabilities		**1,32,928**	**1,36,027**
Total equity and liabilities		**2,40,748**	**2,41,390**
Significant Accounting Policies and Key Accounting Estimates and Judgements	1		
Notes to the Financial Statements	2-59		

As per our report of even date
For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

Sunil Lulla
Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Place: Mumbai
Date : 29 May 2022

Statement of Profit and Loss
for the year ended as at 31 March 2022

Amount ₹ in lakhs

	Notes	Year Ended 31 March 2022	Year Ended 31 March 2021
Revenue			
Revenue from operations	30	37,313	26,197
Other income	31	9,256	12,676
Total revenue		46,569	38,873
Expenses			
Purchases/operating expenses	32	27,545	26,749
Changes in inventories	33	-	(846)
Employee benefits expense	34	5,902	4,992
Finance costs	35	5,486	10,587
Depreciation and amortisation expense	36	729	1,031
Other expenses	37	7,022	11,360
Total expenses		46,684	53,873
Profit/ (loss) before tax and exceptional items		**(115)**	**(15,000)**
Exceptional items Gain/ (loss)	38	-	(2,301)
Profit/ (loss) before tax		**(115)**	**(17,301)**
Tax expense			
Current tax	21	(24)	1,304
Deferred tax	21	826	(519)
		802	785
Profit/ (loss) for the year		**(917)**	**(18,086)**
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
Remeasurement gain on definted benfit plan		61	(12)
Income tax effect		(13)	(1)
(i) Items that will be reclassified to profit or loss			
Exchange differences on translating foreign operations		3,324	(2,812)
Total Other Comprehensive Income for the year		**3,372**	**(2,825)**
Total Comprehensive Income for the year		**2,455**	**(20,911)**
Net Profit/ (loss) attibutable to :			
a) Owners of the Company		(758)	(18,026)
b) Non Controlling Interest		(159)	(60)
Other Comprehensive Income attibutable to :			
a) Owners of the Company		3,372	(2,825)
b) Non Controlling Interest		-	-
Total Comprehensive Income/ (loss) attibutable to :			
a) Owners of the Company		2,614	(20,851)
b) Non Controlling Interest		(159)	(60)
Earnings per share of face value of ₹ 10 each			
1. Basic	39	(0.96)	(18.90)
2. Diluted	39	(0.96)	(18.90)
Significant Accounting Policies and Key Accounting Estimates and Judgements	1		
Notes to the Financial Statements	2-59		

As per our report of even date
For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

Sunil Lulla
Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Place: Mumbai
Date : 29 May 2022

Statement of Changes in Equity
for the year ended as at 31 March 2022

A. Equity share capital	Number	Amount in ₹ Lakhs
Balance as at 31 March 2020	**9,56,29,023**	**9,563**
Add: Issued on exercise of employee share options	**2,35,795**	**23**
Balance as at 31 March 2021	**9,58,64,818**	**9,586**
Add: Issued on exercise of employee share options	**20,054**	**2**
Balance as at 31 March 2022	**9,58,84,872**	**9,588**

B. Other Equity

Amount in ₹ Lakhs

Particulars	Securities Premium Reserve	General Reserves and Capital Reserve	Share Options Outstanding	Retained Earnings	Foreign Currency Translation Reserve	Other comprehensive income / (loss) for the year	Total Other Equity	Non-Controlling Interest	Total other Equity Non-Controlling Interest
Balance as at 31 March 2020	**41,777**	**564**	**1,215**	**53,820**	**17,510**	**165**	**1,15,051**	**1,428**	**1,16,479**
Profit for the year	-	-	-	(18,026)	-		**(18,026)**	**(60)**	**(18,086)**
Other comprehensive income / (loss) for the year	-	-	-	-	(2,756)	42	**(2,714)**	-	**(2,714)**
Total Comprehensive income/ (loss) for the year	**-**	**-**	**-**	**(18,026)**	**(2,756)**	**42**	**(20,740)**	**(60)**	**(20,800)**
Transfer from/to share option outstanding account	451	-	(451)	-	-	-	-	-	-
Employee stock option compensation expense	-	-	98	-	-	-	98	-	98
Balance as at 31 March 2021	**42,228**	**564**	**862**	**35,794**	**14,754**	**207**	**94,409**	**1,368**	**95,777**
Profit for the year	-	-	-	(758)			**(758)**	(159)	**(917)**
Other comprehensive income / (loss) for the year	-	-	-	-	3,324	48	**3,372**		**3,372**
Total Comprehensive income/ (loss) for the year	**-**	**-**	**-**	**(758)**	**3,324**	**48**	**2,614**	**(159)**	**2,455**
Transfer from/to share option outstanding account	36	-	(36)	-	-	-	-	-	-
Balance as at 31 March 2022	**42,264**	**564**	**826**	**35,036**	**18,078**	**255**	**97,023**	**1,209**	**98,232**

As per our report of even date
For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

Sunil Lulla
Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Place: Mumbai
Date : 29 May 2022

Cash Flow Statement
for the year ended 31 March 2022

Amount ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Cash flow from operating activities		
Profit before tax	**(115)**	**(17,301)**
Non-cash adjustments to reconcile Profit before tax to net cash flows		
Depreciation and Other Amortization	729	1,031
Amortization on film rights	12,412	16,920
Trade receivables written off	2	1,069
Sundry balances written back	(1,553)	(1,786)
Content advances written off	-	5,596
Advances and deposits written off	2	119
Provision for doubtful trade receivables	229	531
Provision for Content advances written back	(1,172)	(3,284)
Impact of expected credit loss	(4)	(72)
Provision for doubtful advances	4,624	83
Impairment of film rights (exceptional item)	-	2,301
Finance costs	5,523	10,794
Finance income	(5,449)	(6,256)
Expense on employee stock option scheme	-	98
Unrealised foreign exchange gain	(276)	649
Operating profit before working capital changes	**14,952**	**10,492**
Movements in working capital:		
Increase/(Decrease) in trade payables	9,335	4,142
Decrease in other financial liabilities	(117)	2,473
Increase in Employee benefit obligations	(86)	26
Decrease in Other liabilities	6,230	6,869
Decrease in inventories*	-	(846)
(Increase)/Decrease in trade receivables	(16,512)	8,952
Decrease in short-term loans	2,040	687
(Increase)/Decrease in other current assets	1,137	(2,924)
Increase in long-term loans	(3,033)	1,894
(Increase) /Decrease in other financial assets	(587)	317
Cash generated from operations	**13,359**	**32,082**
Taxes paid (net)	(1,794)	(2,914)
Net cash generated from operating activities (A)	**11,565**	**29,168**
Cash flow from investing activities		
Purchase of tangible and other intangible assets	(233)	(152)
Purchase of intangible film rights and related content	(3,132)	(17,674)
Proceeds from fixed deposits with banks	2,316	803
Proceeds from sale of fixed assets	22	-
Interest received	190	248
Net cash used in investing activities (B)	**(837)**	**(16,775)**

Cash Flow Statement
for the year ended 31 March 2021 *(Continued)*

Amount ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Cash flows from financing activities		
Proceeds from issue of equity shares	2	24
Repayment of long-term borrowings	(3,124)	(2,319)
Proceeds from long term borrowings	68	-
Repayment from short-term borrowings-net	(4,417)	(2,455)
Finance costs	(5,499)	(6,203)
Net cash used in financing activities (C)	**(12,970)**	**(10,953)**
Net decrease in cash and cash equivalents (A + B + C)	**2,242**	**1,440**
Cash and cash equivalents at the beginning of the year	**2,656**	**1,107**
Effect of exchange rate on consolidation of foreign subsidiaries	(6)	109
Cash and cash equivalents at the end of the year	**408**	**2,656**

* amount represents less than ₹ one lakh

Change in liability arising from financing activities:-

	Non current borrowings	Current borrowing	Acceptances	Total
As on 1 April 2021	**6,405**	**45,988**	**1,400**	**53,793**
Cash Flows	(3,056)	(4,429)	-	(7,485)
Adjustments*	7,967	(6,555)	(1,400)	12
As on 31 March 2022	**11,316**	**35,004**	**-**	**46,320**
As on 1 April 2020	**8,706**	**46,177**	**1,400**	**56,283**
Cash Flows	(2,319)	(2,455)	-	(4,774)
Adjustments for processing fees, forex and FITL	18	2,266	-	2,284
As on 31 March 2021	**6,405**	**45,988**	**1,400**	**53,793**

* pertains to OTR under RBI Resolution Framework (refer note 53).

Notes 1 to 59 form an integral part of these consolidated financial statements

As per our report of even date
For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

Sunil Lulla
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(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Place: Mumbai
Date : 29 May 2022

Summary of significant accounting policies

and explanatory notes to the consolidated financial statements

1. Corporate Information and Significant accounting policies

Corporate Information

Eros International Media Limited (the 'Company' or 'parent') was incorporated in India, under the Companies Act, 1956. The Company and its subsidiaries (hereinafter collectively referred to as the "Group") is a global player within the Indian media and entertainment industry and is primarily engaged in the business of film production, exploitation and distribution. It operates on a vertically integrated studio model controlling content as well as distribution and exploitation across multiple formats globally, including cinema, digital, home entertainment and television syndication. Its shares are listed on leading stock exchanges in India (BSE Scrip Code: 533261; NSE Scrip Code: EROSMEDIA).

The Group is engaged in the business of sourcing Indian film content either through acquisition, co-production or production of such films, and subsequently exploiting and distributing such films in India through music release, theatrical distribution, DVD and VCD release, television licensing and new media distribution avenues such as cable or DTH licensing; and trading and exporting overseas rights to Eros Worldwide FZ LLC (entity having significant influence).

Statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

Basis of preparation

The consolidated financial statements have been prepared on accrual basis of accounting using historical cost basis, except for the following:

- Employee Stock Option Compensation measured at fair value (refer accounting policy on ESOP).
- Accounting of Business Combinations at fair value (refer accounting policy on Business Combinations).
- Forward Contacts measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act. The Group considers 12 months to be its normal operating cycle.

All values are rounded to the nearest rupees in Lacs, except where otherwise indicated. Amount in zero (0) represents amount below One (1) lakh.

Principles of consolidation

The Group consolidates results of the Company and entities controlled by the Company i.e. its subsidiary undertakings. Control exists when the Company has existing rights that give the Company the current ability to direct the activities which affect the entity's returns; the Company is exposed to or has rights to a return which may vary depending on the entity's performance; and the Company has the ability to use its powers to affect its own returns from its involvement with the entity.

Subsidiaries are consolidated by combining like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. The intra-company balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These consolidated financial statements are prepared by applying uniform accounting policies in use. Non-controlling interests ("NCI") which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Business combinations are accounted for under the acquisition method. The acquisition method involves the recognition at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiaries, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiaries are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group accounting policies. Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred. Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition.

Changes in controlling interest in a subsidiary that do not result in gaining or losing control are not business combinations as defined by Ind AS 103 'Business Combinations'. The Group adopts the "equity transaction method" which regards the transaction as a realignment of the interests of the different equity holders in the Group. Under the equity transaction method an increase or decrease in the Group's ownership interest is accounted for as follows:

- the non-controlling component of equity is adjusted to reflect the non-controlling interest revised share of the net carrying value of the subsidiaries net assets;
- the difference between the consideration received or paid and the adjustment to non-controlling interests is debited or credited to equity;
- no adjustment is made to the carrying amount of goodwill or the subsidiaries' net assets as reported in the consolidated financial statements; and
- no gain or loss is reported in the Consolidated Statement of profit and loss.

Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Assessment of whether the Group has significant influence or not is made based on Ind AS 28 – *Associates and joint ventures,* which requires duly considering potential voting rights if any. Investments in associates are accounted for using the equity method, after initially recognised at cost.

Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has investments in joint ventures which are accounted using the equity method based on requirements of Ind AS 111 – *Joint arrangements*, after initially being recognised at cost in the consolidated balance sheet.

Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

Any excess/short of the amount of investments in associate or joint venture over the Group's portion of in net assets of associate or joint venture, at the date of investments is considered as goodwill/ capital reserve.

Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment. When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Accounting policies of joint ventures and associates are similar to the Group's accounting policies, therefore, no adjustment is required for the purposes of preparation of these consolidated financial statements. The financial statements of joint ventures and associates are prepared up to the same reporting date as that of the Group i.e. 31st March 2022. The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in accounting policies below.

Significant accounting policies

a. Revenue recognition

Revenue from contracts are recognized only when the contract has been approved by the parties to the contract and creates enforceable rights and obligations.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services. Revenue do not include the taxes collected from the customer on behalf of taxing authorities. To ensure collectability of such consideration and financial stability of the counterparty, the Group performs certain standard Know Your Client (KYC) procedures based on their locations and evaluates trend of past collection.

Revenue is measured based on the transaction price, which is the consideration, adjusted for any discounts and incentives, if any, as specified in the contract with the customer. . In case of variable consideration, , the Group estimates, at the contract inception, the amount to be received using the "most likely amount" approach, or the "expected value" approach, as appropriate. This amount is then included in the Group's estimate of the transaction price only if it is highly probable that a significant reversal of revenue will not occur once any uncertainty associated with the variable consideration is resolved. In making this assessment the Group consider its historical performance on similar contracts.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as deferred revenue under other current liabilities in the Balance Sheet (see Note 28). Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its balance sheet, depending on whether something other than the passage of time is required before the consideration is due.

Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when the it becomes unconditional. Generally, the credit period varies between 0-180 days from the shipment or delivery of goods or services as the case may be.

The transaction price, being the amount to which the Group expects to be entitled and has rights to under the contract is allocated to the identified performance obligations. The transaction price will also include an estimate of any variable consideration where the Group's performance may result in additional revenues based on the achievement of agreed targets.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

The Group disaggregates revenue from contracts with customers by geography and nature of services.

The following additional criteria apply in respect of various revenue streams within filmed entertainment:

Theatrical — Contracted minimum guarantees are recognized on the theatrical release date. The Group's share of box office receipts in excess of the minimum guarantee is recognized at the point they are notified to the Group.

Television —. In arrangements for television syndication, license fees received in advance which do not meet the revenue recognition criteria, including commencement of the availability for broadcast under the terms of the related licensing agreement, are included in contract liability until the criteria for recognition is met. Revenues from television licensing arrangements are recognized when the feature film or television program is delivered and the period for the exploitation of rights has begun.

Other — DVD, CD and video distribution revenue is recognized on the date the product is delivered or if licensed in line with the above criteria. Provision is made for physical returns where applicable. Digital and ancillary media revenues are recognized at the earlier of when the content is accessed or declared. Visual effects, production and other fees for services rendered by the Group and overhead recharges are recognized in the period in which they are earned and in certain cases, the stage of production is used to determine the proportion recognized in the period.

Other income

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate applicable.

b. Property, plant and equipment and depreciation

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost of Property, Plant and Equipment comprises of its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and borrowing costs for assets that necessarily take a substantial period of time to get ready for their intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Capital Work-in-progress (CWIP) includes expenditure that is directly attributable to the acquisition/construction of assets, which are yet to be commissioned.

Depreciation is provided under written down value method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013.The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is de-recognized.

c. Intangible assets

Intangible assets acquired by the Group are stated at cost less accumulated amortization less impairment loss, if any, (film production cost and content advances are transferred to film and content rights at the point at which content is first exploited).

Investments in films and associated rights, including acquired rights and distribution advances in respect of completed films, are stated at cost less amortization less provision for impairment. Costs include production costs, overhead and capitalized interest costs net of any amounts received from third party investors. A charge is made to write down the cost of completed rights over the estimated useful lives, writing off more in year one which recognizes initial income flows and then the balance over a period of up to nine years, except where the asset is not yet available for exploitation. The average life of the assets is the lesser of 10 years or the remaining life of the content rights. The amortization charge is recognized in the statement of profit and loss within cost of sales. The determination of useful life is based upon Management's judgment and includes assumptions on the timing and future estimated revenues to be generated by these assets, which are summarized in Note 3.

Intangible assets comprising film scripts and related costs are stated at cost less amortization less provision for impairment. The script costs are amortized over a period of 3 years on a straight-line basis and the amortization charge is recognized in the statement of profit and loss within cost of sales. The determination of useful life is based upon Management's estimate of the period over which the Group explores the possibility of making films using the script.

Other intangible assets, which comprise internally generated and acquired software used within the Entity's digital, home entertainment and internal accounting activities, are stated at cost less amortization less provision for impairment. A charge is made to write down the cost of software over the estimated useful lives except where the software is not yet available for use. The average life of the software is the lesser of 3 years or the remaining life of the software. The amortization charge is recognized in the statement of profit and loss.

Goodwill represents excess of the consideration transferred in a business combination over the fair value of the Group's share of the identifiable net assets acquired. Goodwill is carried at cost less accumulated impairment losses. Gain on bargain purchase is recognized immediately after acquisition in the consolidated Statement of profit and loss.

d. Impairment of non-financial assets

At each reporting date, for the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at the cash generating unit level. All individual assets or cash generating units are tested for impairment whenever events or changes in circumstances both internal and external indicate that the carrying amount may not be recoverable.

An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use'.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Film and content rights are stated at the lower of unamortized cost and estimated recoverable amounts. In accordance with Ind AS 36 Impairment of Assets, film content costs are assessed for indication of impairment on a library basis as the nature of the Group's business, the contracts it has in place and the markets it operates in do not yet make an ongoing individual film evaluation feasible with reasonable certainty. Impairment losses on content advances are recognized when film production does not seem viable and refund of the advance is not probable. Irrespective of existence of indicators of impairment, group makes provision on Content Advances in accordance with the provisioning policy, such that, unadjusted advances are provided over a period of 3 to 5 years.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist.

e. Borrowing costs

The Group is capitalising borrowing costs that are directly attributable to the acquisition or construction of qualifying assets. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost with any difference between the proceeds (net of transaction costs) and the redemption value recognised in the income statement within Finance costs over the period of the borrowings using the effective interest method. Finance costs in respect of film productions and other assets which take a substantial period of time to get ready for use or for exploitation are capitalized as part of the assets. All other borrowing costs are recognized as expense in the period in which they are incurred and charged to the Statement of Profit and Loss.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

f. Impairment of financial assets

In accordance with Ind AS 109, the Group apply expected credit loss (ECL) model for measurement and recognition of impairment loss on risk exposure arising from financial assets like debt instruments measured at amortised cost e.g., trade receivables and deposits.

The Group follow 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'Other income or other expenses' in the P&L.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

g. Inventories

Inventories primarily comprise of music CDs and DVDs, and are valued at the lower of cost and net realizable value. Cost in respect of goods for resale is defined as all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost in respect of raw materials is purchase price.

Purchase price is assigned using a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

h. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Group has a present legal or constructive obligation as a result of a past event, it is more likely than not that an outflow of resources will be required to settle the obligations and can be reliably measured. Provisions are measured at Management's best estimate of the expenditure required to settle the obligations at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are not recognized in the financial statements but are disclosed by way of notes to accounts unless the possibility of an outflow of economic resources is considered remote.

Contingent assets are not recognized in financial statements. However, the same is disclosed, where an inflow of economic benefit is virtual.

i. Employee benefits

Short term employee benefits obligations

Short-term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which related services are rendered.

Post-employment benefits and other long term employee benefits

Defined contribution plan

Provident fund & National Pension scheme: The Group's contributions paid or payable during the year to the provident fund, employee's state insurance corporation and National pension scheme are recognized in the Statement of Profit and Loss. This fund is administered by the respective Government authorities, and the Group has no further obligation beyond making its contribution, which is expensed in the year to which it pertains.

Defined benefit plan

Gratuity: The Group's liability towards gratuity is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The cost for past services is recognized on a straight-line basis over the average period until the amended benefits become vested. Re-measurement gains and losses are recognized immediately in the Other Comprehensive Income as income or expense and are not reclassified to profit or loss in subsequent periods. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

Compensated absences: Accumulated compensated absences are expected to be availed or encashed within 12 months from the end of the year and are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Employee stock option plan

In accordance with Ind AS 102 Share Based Payments, the fair value of shares or options granted is recognized as personnel costs with a corresponding increase in equity. The fair value is measured at the grant date and spread over the period during which the recipient becomes unconditionally entitled to payment unless forfeited or surrendered.

The fair value of share options granted is measured using the Black Scholes model, each taking into account the terms and conditions upon which the grants are made. At each Balance Sheet date, the Group revises its estimate of the number of equity instruments expected to vest as a result of non-market based vesting conditions. The amount recognized as an expense is adjusted to reflect the revised estimate of the number of equity instruments that are expected to become exercisable, with a corresponding adjustment to equity. The Group's share option plan does not feature any cash settlement option.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares are allocated to equity share capital with any excess being recorded as securities premium.

j. Leases

The Group adopted Ind AS 116 'Leases' on April 1, 2019, utilizing the modified retrospective approach, and therefore, results for reporting periods beginning after April 1, 2019 are presented under the new lease standard, while prior periods have not been adjusted.

The Group as a lessee:

The Group assesses, whether the contract is, or contains, a lease at the inception of the contract or upon the modification of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with a term of twelve months or less (short-term leases) and leases for which the underlying asset is of low value (low-value leases). For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or prior to the commencement date of the lease, any initial direct costs incurred by the Group, any lease incentives received and expected costs for obligations to dismantle and remove right-of-use assets when they are no longer used.

Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are depreciated on a straight-line basis from the commencement date of the lease over the shorter of the end of the lease term or useful life of the right-of-use asset.

Right-of-use assets are assessed for impairment whenever there is an indication that the balance sheet carrying amount may not be recoverable using cash flow projections for the useful life.

For lease liabilities at commencement date, the Group measures the lease liability at the present value of the future lease payments as from the commencement date of the lease to end of the lease term. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, the Group 's incremental borrowing rate for the asset subject to the lease in the respective markets.

Subsequently, the Group measures the lease liability by adjusting carrying amount to reflect interest on the lease liability and lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a change to the lease terms or expected payments under the lease, or a modification that is not accounted for as a separate lease

The portion of the lease payments attributable to the repayment of lease liabilities is recognized in cash flows used in financing activities. Also, the portion attributable to the payment of interest is included in cash flows from financing activities. Further, Short-term lease payments, payments for leases for which the underlying asset is of low-value and variable lease payments not included in the measurement of the lease liability is also included in cash flows from operating activities.

The Group as a lessor:

In arrangements where the Group is the lessor, it determines at lease inception whether the lease is a finance lease or an operating lease. Leases that transfer substantially all of the risk and rewards incidental to ownership of the underlying asset to the counterparty (the lessee) are accounted for as finance leases. Leases that do not transfer substantially all of the risks and rewards of ownership are accounted for as operating leases. Lease payments received under operating leases are recognized as income in the statement of profit and loss on a straight-line basis over the lease term or another systematic basis. The Group apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished.

k. Foreign currency transactions

Transactions in foreign currencies are translated at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated at the prevailing rates of exchange at the consolidated balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Any exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded are recognized in the consolidated Statement of profit and loss in the period in which they arise. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The assets and liabilities in the financial statements of foreign subsidiaries are translated at the prevailing rate of exchange at the consolidated balance sheet date. Income and expenses are translated at the annual average exchange rate. The exchange differences arising from the retranslation of the foreign operations are recognized in other comprehensive income and taken to the "currency translation reserve" in equity.

On disposal of a foreign operation the cumulative translation differences (including, if applicable, gains and losses on related hedges) are transferred to the Consolidated Statement of profit and loss as part of the gain or loss on disposal.

Items included in the Consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Consolidated financial statements are presented in Indian Rupee (INR) which is Group's functional and presentation currency.

I. Financial instrument

Non-derivative financial instruments

Financial assets and financial liabilities are recognized when the Group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets or liabilities (other than financial assets and liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in profit or loss. Financial assets and financial liabilities are offset against each other and the net amount reported in the balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Financial Assets

Financial assets are divided into the following categories:

- financial assets carried at amortised cost
- financial assets at fair value through other comprehensive income
- financial assets at fair value through profit and loss;

Financial assets are assigned to the different categories by Management on initial recognition, depending on the nature and purpose of the financial assets. The designation of financial assets is re-evaluated at every reporting date at which a choice of classification or accounting treatment is available. Financial Assets like Investments in Subsidiaries are measured at Cost as allowed by Ind-AS 27 – Separate Financial Statements and hence are not fair valued.

Financial assets carried at amortised cost

The Financial asset is measures at amortised cost if both the following conditions are met:

1. The asset is held within a business model whose objective is to hold the assets for collecting contractual cash flows; and
2. Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (the "EIR") method. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income/other income in the Statement of Profit & Loss.

In accordance with Ind AS 109: Financial Instruments, the Group recognizes impairment loss allowance on trade receivables and content advances based on historically observed default rates. Impairment loss allowance recognized during the year is charged to Statement of Profit and Loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income are non-derivative financial assets held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. It includes non-derivative financial assets that are either designated as such or do not qualify for inclusion in any of the other categories of financial assets. Gains and losses arising from investments classified under this category is recognized in the statement of profit and loss when they are sold or when the investment is impaired.

In the case of impairment, any loss previously recognized in other comprehensive income is transferred to the statement of profit and loss. Impairment losses recognized in the statement of profit and loss on equity instruments are not reversed through the statement of profit and loss. Impairment losses recognized previously on debt securities are reversed through the statement of profit and loss when the increase can be related objectively to an event occurring after the impairment loss was recognized in the statement of profit and loss.

When the Group considers that fair value of financial assets can be reliably measured, the fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Group applies its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. Equity instruments measured at fair value through profit or loss that do not have a quoted price in an active market and whose fair value cannot be reliably measured are measured at cost less impairment at the end of each reporting period.

An assessment for impairment is undertaken at least at each balance sheet date.

A financial asset is derecognized only where the contractual rights to the cash flows from the asset expire or the financial asset is transferred and that transfer qualifies for derecognition. A financial asset is transferred if the contractual rights to receive the cash flows of the asset have been transferred or the Group retains the contractual rights to receive the cash flows of the asset but assumes a contractual obligation to pay the cash flows to one or more recipients. A financial asset that is transferred qualifies for derecognition if the Group transfers substantially all the risks and rewards of ownership of the asset, or if the Group neither retains nor transfers substantially all the risks and rewards of ownership but does transfer control of that asset.

Financial liabilities

All financial liabilities are recognised initially at its fair value, adjusted by directly attributable transaction costs.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss when the financial liability is held for trading such as a derivative, except for a designated and effective hedging instrument, or if upon initial recognition it is thus designated to eliminate or significantly reduce measurement or recognition inconsistency or it forms part of a contract containing one or more embedded derivatives and the contract is designated as fair value through profit or loss.

Financial liabilities at fair value through profit or loss are stated at fair value. Any gains or losses arising of held for trading financial liabilities are recognized in profit or loss. Such gains or losses incorporate any interest paid and are included in the "other gains and losses" line item.

Financial liabilities at amortised cost

After initial recognition, other financial liabilities (including borrowing and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

A financial liability is derecognized only when the obligation is extinguished, that is, when the obligation is discharged or cancelled or expires. Changes in liabilities fair value that are reported in profit or loss are included in the statement of profit and loss within finance costs or finance income.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when, and only when, there is a legally enforceable right to offset the recognized amount and there is intention either to settle on net basis or to realize the assets and to settle the liabilities simultaneously.

Equity Instrument

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss with all changes recognised in the Statement of Profit and Loss .For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income, the subsequent changes in the fair value. The Group make such election on an instrument-by-instrument basis. If the Group decide to classify an equity instrument as at fair value through other comprehensive income, then all fair value changes on the instrument, excluding dividends and impairment loss, are recognised in other comprehensive income. There is no recycling of the amounts from the other comprehensive income to the Statement of Profit and Loss, even on sale of the investment. However, the Group may transfer the cumulative gain or loss within categories of equity.

m. Taxes

Taxation on profit and loss comprises current tax and deferred tax. Tax is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income in which case tax impact is also recognized in equity or other comprehensive income.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date along with any adjustment relating to tax payable in previous years.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax is not recognized for all taxable temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. MAT credit entitlement is recognised as a deferred tax asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to utilize all or part of the deferred tax asset. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will available to utilize the deferred tax asset.

n. Earnings per share (EPS)

Basic EPS is computed by dividing net profit after taxes for the year by weighted average number of equity shares outstanding during the financial year, adjusted for bonus share elements in equity shares issued during the year and excluding treasury shares, if any.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

o. Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments which are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

Deposits held with banks as security for overdraft facilities are included in restricted deposits held with bank.

p. Segment reporting

Ind-AS 108 Operating Segments ("Ind-AS 108") requires operating segments to be identified on the same basis as is used internally for the review of performance and allocation of resources by the Chief Operating Decision Maker. The revenues of films are earned over various formats; all such formats are functional activities of filmed entertainment and these activities take place on an integrated basis. The management team reviews the financial information on an integrated basis for the Group as a whole., The management team also monitors performance separately for individual films or for at least 12 months after the theatrical release.

The Group has identified three geographic markets: India, UAE and Rest of the world.

q. Statement of cash flows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

In line with the amendments to Ind AS 7 Statement of Cash flows (effective from April 1, 2017), the Group has provided disclosures that enable users of the consolidated financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The adoption of amendment did not have any material impact on the consolidated financial statements.

r. Dividends

The Group recognise a liability for dividends to equity holders of the Group when the dividend is authorized and the dividend is no longer at the discretion of the Group. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

s. Event occurring after the reporting date

Adjusting events (that provides evidence of condition that existed at the consolidated balance sheet date) occurring after the consolidated balance sheet date are recognized in the consolidated financial statements. Material non adjusting events (that are inductive of conditions that arose subsequent to the consolidated balance sheet date) occurring after the consolidated balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' Report.

t. Standards Issued but not yet Effective

At the date of approval of these financial statements, the Group has not applied the amendments to IndAS made by Ministry of Corporate Affairs vide Notification dated 23rd March 2022 that have been issued but are not yet effective.

Major amendments applicable to company notified in the notification are provided below:

(i) Ind AS 103 – Business Combination

(ii) Ind AS 109 – Financial Instruments

(iii) Ind AS 16 – Property, Plant & Equipment

(iv) Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets

Application of above standards are not expected to have any significant impact on the Group's financial statements.

Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions, as described below, that affect the reported amounts and the disclosures. The Group based its assumptions and estimates on parameters available when the financial statements were prepared and reviewed at each balance sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures.

a. Estimation of uncertainties relating to global health pandemic from COVID-19:

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced lockdown across the country to contain the spread of the virus. Further, lockdown like conditions have been imposed by government to curtail the second wave in 5 April, 2021. India has also witnessed third wave of COVID 19 since January 2022. This pandemic and response thereon have impacted most of the industries. Consequent to the nationwide lock down on March 24, 2020, the Group's operations were scaled down in compliance with applicable regulatory orders. Subsequently, during the year, the Group's operations have been scaled up in a phased manner taking into account directives from various Government authorities. The impact on future operations would, to a large extent, depend on how the pandemic further develops and it's resultant impact on the operations of the Group.

The Management has evaluated the impact on its financial statements and have made appropriate adjustments, wherever required. The extent of the impact on Group's operations remains uncertain and may differ from that estimated as at the date of approval of these consolidated financial statements and will be dictated by the length of time that such disruptions continue, which will, in turn, depend on the currently unknowable duration of COVID-19 and among other things, the impact of governmental actions imposed in response to the pandemic. The Group is monitoring the rapidly evolving situation and its potential impacts on the Group's financial position, results of operations, liquidity, and cash flows.

b. Intangible Assets

The Group is required to identify and assess the useful life of intangible assets and determine their income generating life. Judgment is required in determining this and then providing an amortization rate to match this life as well as considering the recoverability or conversion of advances made in respect of securing film content or the services of talent associated with film production.

Accounting for the film content requires Management's judgment as it relates to total revenues to be received and costs to be incurred throughout the life of each film or its license period, whichever is the shorter. These judgments are used to determine the amortization of capitalized film content costs. The Group use a stepped method of amortization on first release film content writing off more in year one which recognizes initial income flows and then the balance over a period of up to nine years. In the case of film content that is acquired by the Group after its initial exploitation, commonly referred to as Library, amortization is spread evenly over the lesser of 10 years or the license period. Management's policy is based upon factors such as historical performance of similar films, the star power of the lead actors and actresses and others. Management regularly reviews, and revises when necessary, its estimates, which may result in a change in the rate of amortization and/or a write down of the asset to the recoverable amount.

Intangible assets are tested for impairment in accordance with the accounting policy. These calculations require judgments and estimates to be made, and in the event of an unforeseen event these judgments and assumptions would need to be revised and the value of the intangible assets could be affected. There may be instances where the useful life of an asset is shortened to reflect the uncertainty of its estimated income generating life.

c. Employee benefit plans

The cost of the employment benefit plans and their present value are determined using actuarial valuations which involves making various assumptions that may differ from actual developments in the future. For further details refer to Note 41.

d. Fair value measurement of ESOP Liability

The fair value of ESOP Liability is determined using valuation methods which involves making various assumptions that may differ from actual developments in the future. For further details refer Note 42.

e. Trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

f. Depreciation

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

g. Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

h. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgment to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

i. Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Notes
to the consolidated financial statements and other explanatory information

Amounts ₹ in lakhs

2 Property, plant and equipment-

Details of the Group's property, plant and equipment and their carrying amounts are as follows:

Gross carrying amount	Buildings	Leasehold Improvements	Furniture and fixtures	Motor Vehicles	Office equipment	Data processing equipment	Studio equipment	Right of Use	Total
Balance as at 31 March 2020	**4,108**	**940**	**741**	**837**	**356**	**1,621**	**1,621**	1,331	**11,555**
Additions	-	-	-	-	3	214	-	2,474	2,691
Adjustments/ disposals	-	-	(25)	-	(67)	(106)	(28)	(38)	(264)
Balance as at 31 March 2021	**4,108**	**940**	**716**	**837**	**292**	**1,729**	**1,593**	**3,767**	**13,982**
Additions	-	40	1	131	4	34	-	-	210
Adjustments/ disposals	-	-	-	(175)	-	(47)	-	-	(222)
Balance as at 31 March 2022	**4,108**	**980**	**717**	**793**	**296**	**1,716**	**1,593**	**3,767**	**13,970**

Accumulated depreciation	Buildings	Leasehold Improvements	Furniture and fixtures	Motor Vehicles	Office equipment	Data processing equipment	Studio equipment	Right of Use	Total
Balance as at 31 March 2020	**1,522**	**627**	**684**	**611**	**317**	**1,538**	**1,576**	**884**	**7,759**
Depreciation charge	126	141	17	60	17	56	15	367	799
Adjustments/ disposals	-	(1)	(25)	-	(66)	(104)	(28)	325	101
Balance as at 31 March 2021	**1,648**	**767**	**676**	**671**	**268**	**1,490**	**1,563**	**1,576**	**8,659**
Depreciation charge	120	100	10	49	8	106	9	90	492
Adjustments/ disposals	-	-	-	(157)	-	(48)	-	543	338
Balance as at 31 March 2022	**1,768**	**867**	**686**	**563**	**276**	**1,548**	**1,572**	**2,209**	**9,489**
Net carrying amount									
Capital-work-in progress 31 March 2021									**7**
Capital-work-in progress 31 March 2022									**7**
Balance as at 31 March 2021	**2,460**	**173**	**40**	**166**	**24**	**239**	**30**	**2,191**	**5,330**
Balance as at 31 March 2022	**2,340**	**113**	**31**	**230**	**20**	**168**	**21**	**1,358**	**4,488**

The Company's immovable property situated in Mumbai, India is pledged against the borrowings as explained in note 17 and 23.

2.1 Capital Work in Progress

Amount ₹ in lakhs

a) Ageing as at 31 March 2022

	Amount in CWIP for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	7	7

b) Ageing as at 31 March 2021

	Amount in CWIP for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	7	7

Notes
to the consolidated financial statements and other explanatory information

Amount ₹ in lakhs

3 a) Intangible assets

Details of the Group's Intangible assets and their carrying amounts are as follows:

Gross carrying amount	Content advances	Film Rights	Others	Total
Balance as at 31 March 2020	**36,018**	**5,09,013**	**2,697**	**5,11,710**
Additions	12,028	**6,111**	**33**	**6,144**
Transfer to film and content rights	(15,273)	-	-	-
Amount written off	(5,596)	-	-	-
Provision for doubtful advances	(531)	-	-	-
Impairment of content advance written off	6,074	-	-	-
Advance written off against impairment	(6,074)	-	-	-
Reversal Impairment of content advance	3,284	-	-	-
Foreign currency translation difference	-	(2,930)	-	(2,930)
Balance as at 31 March 2021	**29,930**	**5,12,194**	**2,730**	**5,14,924**
Additions	(2,288)	(871)	24	(847)
Transfer to film and content rights	(170)	-	-	-
Provision for doubtful advances	(4,624)	-	-	-
Impairment of content advance written off	22,880	-	-	-
Advance written off against impairment	(22,880)	-	-	-
Reversal Impairment of content advance	1,172	-	-	-
Foreign currency translation difference	-	3,639	-	3,639
Balance as at 31 March 2022	**24,020**	**5,14,962**	**2,754**	**5,17,716**

Accumulated amortisation		Film Rights	Others	Total
Balance as at 31 March 2020		**4,57,972**	**1,570**	**4,59,542**
Amortisation charge		16,920	232	17,152
Adjustments/ Deletion/ Impairement		2,301	-	2,301
Foreign currency translation difference		(2,531)	-	(2,531)
Balance as at 31 March 2021		**4,74,662**	**1,802**	**4,76,464**
Amortisation charge		12,412	237	12,649
Adjustments/ Deletion/ Impairement		(2,040)	-	(2,040)
Foreign currency translation difference		3,275	-	3,275
Balance as at 31 March 2022		**4,88,309**	**2,039**	**4,90,348**
Net carrying amount				
Balance as at 31 March 2021	**29,930**	**37,532**	**928**	**38,460**
Balance as at 31 March 2022	**24,020**	**26,653**	**715**	**27,368**
Intangible assets under development				
Balance as at 31 March 2021	**17,793**			
Balance as at 31 March 2022	**17,154**			

3 b) Goodwill on consolidation

On 1 August 2015, Company acquired 100% of the shares and voting interests in ErosNow Private Limited. Goodwill of ₹ 2,130 lakhs was recognised on acquisition. Impairement provision of ₹ 2,130 lakhs was made upto previous year.

3 **c)** The closing balance of content advances are net of provision for impairment ₹ 93,530 lakhs (31 March 2021 ₹ 119,126 lakhs) and provision for doubtful advance ₹ 5,155 lakhs (31 March 2021:- ₹ 531 lakhs)

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to the consolidated financial statements and other explanatory information

Amount ₹ in lakhs

3.1 Content Advances

a) Ageing as at 31 March 2022

Particulars	Amount in Content Advances for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	238	772	13,678	1,08,017	**1,22,705**
Projects temporarily suspended	-	-	-	-	-

b) Ageing as at 31 March 2022 where project is overdue or has exceeded cost compared to original plan

Particulars*	To be Completed**				Total(i)	Impairment & Provision (ii)	Net (i-ii)
	< 1 year	1 - 2 years	2 - 3 years	> 3 years			
PR-1	-	-	-	1,060	1,060	342	718
PR-2	-	2,963	-	-	2,963	2,963	-
PR-4	-	-	-	5,200	5,200	5,200	-
PR-5	-	-	-	2,030	2,030	2,030	-
PR-6	-	-	-	6,361	6,361	6,361	-
PR-7	-	-	-	5,859	5,859	5,859	-
PR-8	-	-	-	4,315	4,315	4,315	-
PR-9	-	-	-	2,075	2,075	1,783	292
PR-10	-	-	-	1,639	1,639	1,639	-
PR-11	-	-	-	3,131	3,131	3,131	-
PR-12	-	-	-	1,696	1,696	754	941
PR-13	-	-	-	6,931	6,931	6,931	-
PR-14	-	-	-	3,451	3,451	3,451	-
PR-15	-	-	-	2,318	2,318	2,318	-
PR-16	-	-	-	2,575	2,575	1,148	1,428
PR-18	-	-	-	1,234	1,234	552	682
PR-19	-	-	-	2,085	2,085	1,147	938
PR-20	-	-	-	4,669	4,669	4,669	-
PR-21	-	-	-	2,497	2,497	2,497	-
PR-22	-	-	-	4,142	4,142	4,142	-
PR-23	-	-	-	1,197	1,197	1,197	-
PR-24	-	-	-	3,504	3,504	1,768	1,736
PR-25	-	-	-	2,248	2,248	1,121	1,127
PR-26	-	-	-	2,755	2,755	1,390	1,365
PR-27	-	-	-	1,061	1,061	501	561
PR-28	-	-	-	8,443	8,443	8,443	-
PR-29	-	-	-	1,721	1,721	552	1,170
PR-30	-	-	-	1,867	1,867	692	1,175
PR-31	-	-	-	1,135	1,135	421	714
PR-32	-	-	-	1,756	1,756	651	1,105
PR-33	-	-	-	3,838	3,838	1,425	2,413
PR-34	-	-	-	2,421	2,421	2,421	-
PR-35	-	-	-	3,702	3,702	1,489	2,213
PR-36	-	-	-	2,242	2,242	818	1,424
PR-39	-	-	-	1,172	1,172	1,172	-
PR-40	-	-	-	1,053	1,053	1,053	-
Project Less than 1,000 lakhs	1,396	2,949	-	9,950	14,295	11,576	2,719
Total	**1,396**	**5,912**	**-**	**1,15,397**	**1,22,705**	**98,685**	**24,020**

* Projects cost incurred above INR 1,000 lakhs has been classified separately.

** Due to covid restrictions in past, projects where cost is exceeded as compared to original plan is not ascertainable at this point.

Notes
to the consolidated financial statements and other explanatory information

Amount ₹ in lakhs

c) Ageing as at 31 March 2021

Particulars	Amount in Content Advances for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	1,012	14,096	22,616	1,11,864	**1,49,587**
Projects temporarily suspended	-	-	-	-	-

d) Ageing as at 31 March 2021 where project is overdue or has exceeded cost compared to original plan

Particulars*	To be Completed**				Total(i)	Impairment & Provision (ii)	Net (i-ii)
	< 1 year	1 - 2 years	2 - 3 years	> 3 years			
PR-1	-	-	-	1,060	1,060	342	718
PR-2	-	2,963	-	-	2,963	2,963	-
PR-3	-	-	-	2,751	2,751	2,751	-
PR-4	-	-	-	5,200	5,200	5,200	-
PR-5	-	-	-	2,030	2,030	2,030	-
PR-6	-	-	-	6,361	6,361	6,361	-
PR-7	-	-	-	5,859	5,859	5,859	-
PR-8	-	-	-	4,315	4,315	4,315	-
PR-9	-	-	-	2,075	2,075	1,740	336
PR-10	-	-	-	1,639	1,639	1,639	-
PR-11	-	-	-	3,131	3,131	3,131	-
PR-12	-	-	-	1,515	1,515	488	1,026
PR-13	-	-	-	6,931	6,931	6,931	-
PR-14	-	-	-	3,451	3,451	3,451	-
PR-15	-	-	-	2,318	2,318	2,318	-
PR-16	-	-	-	2,295	2,295	740	1,555
PR-17	-	-	-	3,145	3,145	1,263	1,882
PR-18	-	-	-	1,092	1,092	352	740
PR-19	-	-	-	2,085	2,085	791	1,294
PR-20	-	-	-	4,669	4,669	4,669	-
PR-21	-	-	-	2,497	2,497	2,497	-
PR-22	-	-	-	4,142	4,142	4,142	-
PR-23	-	-	-	1,197	1,197	1,197	-
PR-24	-	-	-	3,504	3,504	1,238	2,266
PR-25	-	-	-	2,248	2,248	777	1,471
PR-26	-	-	-	2,755	2,755	973	1,782
PR-27	-	-	-	1,464	1,464	517	947
PR-28	-	-	-	8,443	8,443	8,443	-
PR-29	-	-	-	1,721	1,721	552	1,170
PR-30	-	-	-	1,867	1,867	602	1,265
PR-31	-	-	-	1,135	1,135	366	769
PR-32	-	-	-	1,756	1,756	566	1,190
PR-33	-	-	-	3,838	3,838	1,240	2,598
PR-34	-	-	-	2,421	2,421	2,421	-
PR-35	-	-	-	3,702	3,702	1,319	2,383
PR-36	-	-	-	2,338	2,338	742	1,596
PR-37	-	2,065	-	-	2,065	666	1,399
Overseas Projects under subsidiary	-	-	-	20,129	20,129	20,129	-
Project Less than 1,000 lakhs	855	2,949	-	13,677	17,481	13,937	3,544
Total	**855**	**7,977**	**-**	**1,40,754**	**1,49,587**	**1,19,657**	**29,930**

* Projects cost incurred above INR 1,000 lakhs has been classified separately.

** Due to covid restrictions in past, projects where cost is exceeded as compared to original plan is not ascertainable at this point.

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3.2 Intangibles Asset Under Development (IAUD)

Amount ₹ in lakhs

a) Ageing as at 31st March 2022

Particulars	Amount in IAUD for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	13,134	3,490	209	-	16,833
Projects temporarily suspended	-	-	-	321	321

b) Ageing as at 31st March 2022 where project is overdue or has exceeded cost compared to original plan

	To be Completed				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
	---------------- NIL ----------------				

c) Ageing as at 31st March 2021

Particulars	Amount in IAUD for a period of				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
Projects in progress	14,457	3,013	-	-	17,469
Projects temporarily suspended	-	-	-	324	324

d) Ageing as at 31st March 2021 where project is overdue or has exceeded cost compared to original plan

	To be Completed				Total
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	
	---------------- NIL ----------------				

Amount ₹ in Lakhs

	As at 31 March 2022	As at 31 March 2021
4 Loans		
Amounts due from related parties (refer note 44)	88,133	79,792
Unsecured, considered good *	545	545
Total	**88,678**	**80,337**

* net of impairment of ₹ 762 lakhs.

4.1 Following loans have been granted to promoters, directors, KMPs and the related parties, either severally or jointly with any other person, that are repayable on demand

As at 31st March 2022 :

Amount ₹ in lakhs

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Related Parties	88,133	100.00%

As at 31st March 2021 :

Amount ₹ in lakhs

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Related Parties	79,792	100.00%

5 Other financial assets		
Security deposits		
Security deposits- related parties (refer note 44)	268	268
Security deposits- others	75	105
Total	**343**	**373**

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Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
6	**Other non- current assets**		
	Advance payment of taxes (net of provision)	2,047	2,160
	Balances due with statutory authorities	8,753	8,144
	Total	**10,800**	**10,304**
7	**Inventory**		
	VCD/ DVD/ Audio CDs*	0	0
	Film Rights	850	850
	Total	**850**	**850**

*amount represents less than ₹ 1 lakh

8	**Trade and other receivables**		
	Unsecured, considered good	3,533	2,325
	Dues from related parties (refer note 44)	57,831	42,175
	Accrued Income	3,242	4,093
		64,606	**48,593**
	Less : Expected credit loss *	(789)	(723)
	Total	**63,817**	**47,870**

***Movement of Expected credit loss**		
Opening Balance	723	1,561
Addition during the year	68	-
Reverse During the year	-	(170)
OCI Movement	-	(56)
Transfer to Bad debts	(2)	(651)
Foreign Currency Translation reserve	-	39
Closing Balance	**789**	**723**

All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

Amount ₹ in lakhs

8.1 Trade Receivables ageing schedule as at 31 March, 2022

Particulars	Accrued	Outstanding for following periods from due date of payment						Total
		Not Due	< 6 months	6 months - 1 year	1-2 years	2 - 3 years	> 3 years	
Undisputed Trade receivables – considered good*	**3,242**	**18,555**	**2,531**	**10,731**	**24,615**	**4,630**	**302**	**64,606**
Undisputed Trade Receivables – which have significant increase in credit risk	**-**	-	-	-	-	-	-	**-**
Undisputed Trade Receivables – credit impaired	**-**	-	-	-	-	-	-	**-**
Disputed Trade receivables – considered good	**-**	-	-	-	-	-	-	**-**
Disputed Trade Receivables – which have significant increase in credit risk	**-**	-	-	-	-	-	-	**-**
Disputed Trade Receivables – credit impaired	**-**	-	-	-	-	-	-	**-**
Subtotal	**3,242**	**18,555**	**2,531**	**10,731**	**24,615**	**4,630**	**302**	**64,606**

* refer note 56.

Notes

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Trade Receivables ageing schedule as at 31 March, 2021

Particulars	Outstanding for following periods from due date of payment							Total
	Accrued	Not Due	< 6 months	6 months - 1 year	1-2 years	2 - 3 years	> 3 years	
Undisputed Trade receivables – considered good	4,093	9,430	7,829	21,604	1,040	71	4,526	48,593
Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-	-
Disputed Trade receivables – considered good		-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired		-	-	-	-	-	-	-
Subtotal	4,093	9,430	7,829	21,604	1,040	71	4,526	48,593

Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
9	**Cash & cash equivalents**		
	Balances with banks		
	- in current accounts	318	2,574
	Cash on hand	90	82
		408	**2,656**
	Other Bank Balances		
	- Deposits with maturity of more than 3 months but less than 12 months	-	-
	Total	**408**	**2,656**
10	**Restricted bank deposits**		
	i. Unclaimed dividend account	-	-
	ii. Margin money deposit- less than 12 Months *	535	2,754
	iii. Deposits with maturity more than 12 months*	1	98
		536	2,852
	Less: Disclosed under non current financial assets - Restricted bank deposits	(1)	(98)
	Total	**535**	**2,754**

* given as securities against fund based working capital limits.

		As at 31 March 2022	As at 31 March 2021
11	**Loans**		
	Loans and advances to employees	164	204
	Other loans	649	2,665
	Security deposits	34	33
	Total	**862**	**2,902**

Notes
to the consolidated financial statements and other explanatory information

Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
12	**Other financial assets**		
	Interest accrued	48	97
	Amounts due from related parties (refer note 44)	56	54
	Others	497	-
	Total	**601**	**151**

13	**Other current assets**		
	Prepaid-expenses	297	342
	Amounts due from related parties (refer note 44)	125	-
	Total	**422**	**342**

₹ in lakhs, except share data

		As at 31 March 2022		As at 31 March 2021	
		Number	Amounts	Number	Amounts
14	**Share capital**				
	Authorised share capital				
	Equity shares of ₹ 10 each	12,50,00,000	12,500	12,50,00,000	12,500
		12,50,00,000	12,500	12,50,00,000	12,500
	Issued, subscribed and fully paid up				
	Equity shares of ₹ 10 each	9,58,84,872	9,588	9,58,64,818	9,586
	Total	**9,58,84,872**	**9,588**	**9,58,64,818**	**9,586**

a) Reconciliation of paid up share capital (Equity Shares)

Balance at the beginning of the year	9,58,64,818	9,586	9,56,29,023	9,563
Add: Shares issued during the year	20,054	2	2,35,795	23
Balance at the end of the year	9,58,84,872	9,588	9,58,64,818	9,586

During the year, the Company has issued total 20,054 equity shares (2021: 235,795) on exercise of options granted under the employees stock option plan (ESOP) wherein part consideration was received in the form of employees services.

b) Shares held by holding company, ultimate holding company, subsidiaries / associates of holding company or ultimate holding company

	As at 31 March 2022		As at 31 March 2021	
	Number	Amounts	Number	Amounts
Equity shares of ₹ 10 each				
Eros Worldwide FZ LLC - the Holding Company (Refer Note 44)	-	-	3,78,77,302	3,788
Eros Digital Private Limited - fellow subsidiary (Refer Note 44)	-	-	2,17,00,000	2,170

c) Details of Shareholders holding more than 5% of the shares

	As at 31 March 2022		As at 31 March 2021	
	Number	% holding in the class	Number	% holding in the class
Equity shares of ₹ 10 each				
Eros Worldwide FZ LLC	2,43,83,541	25.43%	3,78,77,302	39.51%
Eros Digital Private Limited	2,17,00,000	22.63%	2,17,00,000	22.64%

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d) Shareholding of Promoter

₹ in lakhs, except share data

As at 31st March 2022

Sr. No.	Classs of Equity share	Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Equity Shares	Eros Worldwide FZ LLC	3,78,77,302	(1,34,93,761)	2,43,83,541	**25.43%**	-14.08%
2		Eros Digital Private Limited	2,17,00,000	-	2,17,00,000	**22.63%**	0.00%
3		Mrs. Meena Lulla	2,800	1,400	4,200	**0.00%**	0.00%
4		Mr Sunil Lulla	1,400	-	1,400	**0.00%**	0.00%
5		Miss Krishika Sunil Lulla	1,400	-	1,400	**0.00%**	0.00%
6		Legal Heirs of Shri Arjan Lulla	1,400	(1,400)	-	**0.00%**	100.00%
		Total	**5,95,84,302**	**(1,34,92,361)**	**4,60,90,541**	**48.07%**	

As at 31st March 2021

Sr. No.	Classs of Equity share	Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Equity Shares	Eros Worldwide FZ LLC	3,78,77,302	**-**	3,78,77,302	**39.51%**	-
2		Eros Digital Private Limited	2,17,00,000	**-**	2,17,00,000	**22.64%**	-
3		Mrs. Meena Lulla	2,800	**-**	2,800	**0.00%**	-
4		Mr Sunil Lulla	1,400	**-**	1,400	**0.00%**	-
5		Miss Krishika Sunil Lulla	1,400	**-**	1,400	**0.00%**	-
6		Legal Heirs of Shri Arjan Lulla	1,400	**-**	1,400	**0.00%**	-
		Total	**5,95,84,302**	**0**	**5,95,84,302**	**62.15%**	-

e) Details of employee stock options issued during the last 5 years

During the period of five years immediately preceding the reporting date, the Company has issued total 2,296,321 equity shares (31 March 2021: 2,276,267) on exercise of options granted under the employees stock option plan (ESOP) wherein part consideration was received in the form of employee services.

f) Rights, preferences, restrictions of Equity Shares

The Company has only one class of equity shares having par value of ₹10 per share. Every holder is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors and approved by the Shareholders in the Annual General Meeting is paid in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
15	**Other Equity**		
	Securities premium reserve		
	Balance at the beginning of the year	42,228	41,777
	Add : Transfer from share option outstanding account	36	451
	Balance at the end of the year	**42,264**	**42,228**
	Share options outstanding account		
	Balance at the beginning of the year	862	1,215
	Less: Transfer to securities premium account	(36)	(451)
	Add: Employee stock option compensation expense	-	98
	Balance at the end of the year	**826**	**862**
	Capital reserves		
	As per last year balance sheet	**56**	**56**
	General reserves		
	As per last year balance sheet	**508**	**508**
	Surplus from Statemet of Profit & Loss		
	Balance at the beginning of the year	35,794	53,820
	Add : Profit/ (loss) for the year	(758)	(18,026)
	Balance at the end of the year	**35,036**	**35,794**
	Other comprehensive income		
a)	**Foreign currency translation reserve**		
	Balance at the beginning of the year	14,754	17,510
	Movement during the year	3,324	(2,756)
	Balance at the ending of the year	**18,078**	**14,754**
b)	**Remeasurement gain on definted benfit plan**		
	Balance at the beginning of the year	**207**	**165**
	Actuarial gain/(loss) on employee benefit plans through OCI	**48**	**42**
	Balance at the ending of the year	**255**	**207**
	Total	**97,023**	**94,409**

Nature and Purpose of Reserves:-

Securities Premium Reserve: The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.

Share Options Outstanding: Share Options Outstanding relates to the stock options granted by the company to employees under a Employee Stock Option Plan.

General Reserve: General Reserve was created by transferring a portion of the net profit of the Company as per the requirements of the Companies Act, 2013.

Capital Reserve: Capital Reserve is used from pre-acquisition profit of subsidiaries.

Foreign Currency Translation Reserve : Exchange Fluctuation Reserve represents the unrealised gains and losses on account of translation of foreign subsidiaries into the reporting currency.

Other Comprehensive Income : Other Comprehensive Income (OCI) represents the amount recognised in other equity consequent to remeasurement of Defined Benefit Plan.

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Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
16	**Non- controlling interest**		
	Balance at begning of the year		
	Opening balance	1,368	1,428
	Profit/(loss) for the year	(159)	(60)
	Balance at end of year	1,209	1,368

Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
17	**Borrowings**		
	a) Term Loans		
	Secured		
	Term loan from banks*	11,242	3,576
	Car loans#	68	8
	Others @	6	69
	Unsecured		
	Term loan from others**	-	2,765
		11,316	6,418
	Less: Cumulative effect of unamortised cost	-	(13)
	Less: Current maturities disclosed under other current financial liabilities (refer note 26)	(6,642)	(6,402)
	Total	**4,674**	**3**

* Term loans from banks carry an interest rate of 9%p.a. on implementation of OTR plan during the year (in previous year the rate of interest was ranging between 11.95% - 15.75%) and are secured by pari passu first charge on the satellite rights acquired for the domestic market, actionable claims, revenue and receivables arising on sales of the rights and negatives of films. Term loans are further secured by equitable mortgage of Company's immovable properties situated at Mumbai (India), amounts held as margin money,corporate guarantee of Eros Media World PLC (entity having significant influence) formerly known as Eros STX Global Corporation),residual value of equipments and vehicles and existing rights of hindi films with nil book value.

\# Car loans (Nil for current year) was carrying rate of interest of 7.48%-9.50% are secured by hypothecation of vehicles acquired.

** Other loans are secured by hypothecation of assets acquired there against, carrying rate of interest of 10.50%-11.50% which are repayable as per maturity profile set out below.

\## Term loan from others (Nil for current year) was carrying an interest rate between 15.5% - 17% are secured against the pledge of company's shares held by holding company, current assets of a subsidiary company and corporate guarantee of holding company and subsidiary company.

Maturity profile of long term borrowing is set out below:- Amount ₹ in lakhs

	As at 31 March 2022		
	Less than 1 year	**1-3 years**	**1-3 years**
Secured			
Term loan from banks	6,618	4,624	-
Car loan	18	50	-
Others	6	-	-
Total	**6,642**	**4,674**	**-**

18	**Trade payable - non current**		
	Payable to related parties (refer note 44)	19,082	17,999
	Total	**19,082**	**17,999**

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to the consolidated financial statements and other explanatory information

18.1 Trade Payables Ageing (Trade payable Non Current)

As at 31st March 2022 :

Amount ₹ in lakhs

Particulars	Outstanding for following periods from due date of payment					
	Not Due	**Less than 1 year**	**1-2 years**	**2-3 years**	**> 3 years**	**Total**
i) MSME	-	-	-	-	-	**-**
ii) Others	19,082	-	-	-	-	**19,082**
iii) Disputed dues -MSME	-	-	-	-	-	**-**
iv) Disputed dues -Others	-	-	-	-	-	**-**
Subtotal	**19,082**	**-**	**-**	**-**	**-**	**19,082**

As at 31st March 2021 :

Particulars	Outstanding for following periods from due date of payment					
	Not Due	**Less than 1 year**	**1-2 years**	**2-3 years**	**> 3 years**	**Total**
i) MSME	-	-	-	-	-	**-**
ii) Others	17,999	-	-	-	-	**17,999**
iii) Disputed dues -MSME	-	-	-	-	-	**-**
iv) Disputed dues -Others	-	-	-	-	-	**-**
Subtotal	**17,999**	**-**	**-**	**-**	**-**	**17,999**

Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
19	**Other Financial Liabilities**		
	Security desposits	25	25
	Total	**25**	**25**
20	**Employee benefit obligations - non current**		
	Provision for gratuity (refer note 41)	307	356
	Total	**307**	**356**

Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
21	**Deferred Taxes Assets**		
	Deferred Tax Liability arising on account of		
	Depreciation on tangible assets	43	90
	Amortisation of intangible assets	4,812	8,754
	Total Deferred Tax Liability	**4,855**	**8,844**
	Deferred Tax Asset arising on account of		
	Depreciation on tangible assets	35	1,156
	Others	1,494	2,908
	Minimum alternative tax credit recoverable	-	9
	Impairment	28,439	40,349
	Total Deferred Tax Assets	**29,968**	**44,422**
	Restricted to and consequent impact	**(24,712)**	**(34,338)**
	Total Deferred Tax Assets/ (Liabilities)- net	**401**	**1,240**

Significant management judgement is considered in determining provision for income tax, deferred tax assets and liabilities and recoverability of deferred tax asset. The recoverability of deferred tax asset is based on estimate of taxable inome for the period over which deferred tax asset will be recovered. Unused tax losses for which no deferred tax assets (DTA) is recognised in Balance Sheet. The business loss for AY 2021-22 amounting to ₹ 2,950 lakhs, deferred tax relating that to ₹ 742 lakhs can carried forward till AY 2029-2030.

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Amount ₹ in Lakhs

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

Particulars	As at 31 March 2022	As at 31 March 2021
Profit before tax	**(115)**	**(17,301)**
Income tax expense	802	785
Tax rate as a % of profit before tax	-697%	-4.54%
Effect of Income taxes relating to prior years	22.48%	7.04%
Effect of change in deferred tax balances due to change in tax rates	347.40%	18.19%
Effect of unrecognised deferred tax assets	1221.86%	-0.49%
Effect of Items not deductible for tax purpose	137.17%	14.91%
Effect of Items deductible for tax purpose	-9.54%	0.00%
Effect of MAT Credit	0.00%	-0.01%
Others	-22.02%	-0.32%
Effective Tax Rate	**1000.11%**	**34.78%**

22 Other non-current liabilities		
Deferred revenue	6,621	2,521
Total	**6,621**	**2,521**

23 Short term borrowings		
Secured		
Secured from banks	29,104	39,995
Current maturities of long-term borrwoings (refere note 17)	6,642	6,402
Unsecured		
Unsecured from others*	5,105	5,374
From related parties (refer note 44)**	795	619
Total	**41,646**	**52,390**

Secured short term borrowings include:

Fund Based Working Capital facilities (FBWC) i.e. Cash credit / WCL / WCDL carry an interest rate of 9%p.a. on implementation of OTR plan during the year (Previous year's rate of interest was ranging between 10.5 % - 16.5 %), secured by way of hypothecation of current assets, inventories and receivables relating to domestic rights operations on pari passu basis.

No Bills discounted during the current year as the said limits were converted into cash credit limits under OTR plan. (Previous year's bills discounted carry an interest rate between 9% - 10.5% for INR bills and 6M MCLR+Spread or 6M LIBOR+Spread for USD bills , secured by document of title to goods and accepted hundis with first pari passu charge on current assets)

No Packing Credit facilities during the current year as the said limits were converted into cash credit limits under OTR plan. (Previous year's Packing credit carry an interest rate between 8% - 10% for INR and 6M MCLR+Spread or 6M LIBOR+ Spread for USD, secured by hypothecation of films and film rights with first pari passu charge on current assets.

Short term borrowings are further secured by equitable mortgage of company's immovable properties situated at mumbai (India),amount held in margin money,corporate guarantee of Eros Media World Plc (entity with significant influence) formerly known as Eros STX Global Corporation),residual value of equipments and existing rights of hindi films with nil book value.

* Loan from others carry an interest rate between 9.5% - 15% , secured by security provided by Eros Worldwide FZ LLC, an entity having significant influence.

** Loan from related party carry an interest rate of 8.9%.

24 Acceptance		
Payable under the film financing arrangements	-	1,400
Total	**-**	**1,400**

Acceptances comprise of credit availed from banks for payment to film producers for film co-production arrangement entered by the group. The carrying value of acceptances are considered a reasonable approximation of fair value.

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Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
25	**Trade payables - current financials liabilities**		
	Micro and small enterprises		
	Trade payable	120	-
	Other than Micro and small enterprises		
	Others	12,357	15,500
	Payable to related parties (refer note 44)	8,494	6,263
	Total	**20,971**	**21,763**

25.1 a) Trade Payables Ageing (Trade payable current)

As at 31st March 2022 :

Amount ₹ in lakhs

Particulars	**Outstanding for following periods from due date of payment**					**Total**
	Not Due	**Less than 1 year**	**1-2 years**	**2-3 years**	**> 3 years**	
i) MSME	27	89	3	-	-	**120**
ii) Others	4056	4919	7015	1695	3166	**20,851**
iii) Disputed dues -MSME	-	-	-	-	-	**-**
iv) Disputed dues -Others	-	-	-	-	-	**-**
Subtotal	**4,083**	**5,008**	**7,018**	**1,695**	**3,166**	**20,971**

As at 31st March 2021 :

Particulars	Outstanding for following periods from due date of payment					**Total**
	Not Due	**Less than 1 year**	**1-2 years**	**2-3 years**	**> 3 years**	
i) MSME			-	-	-	**-**
ii) Others	**5,595**	**5,502**	**7,407**	**1,589**	**1,670**	**21,763**
iii) Disputed dues -MSME	-	-	-	-	-	**-**
iv) Disputed dues -Others	-	-	-	-	-	**-**
Subtotal	**5,595**	**5,502**	**7,407**	**1,589**	**1,670**	**21,763**

Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
26	**Other financial liabilities**		
	Interest accrued but not due on borrowings	911	283
	Interest accrued and due on borrowings	-	1,468
	Employee dues	586	619
	Other expenses payable	789	543
	Other payable to related party (refer note 44)	1,133	881
	Total	**3,419**	**3,794**
27	**Employee benefit obligations - current**		
	Provision for gratuity (refer note 41)	119	129
	Leave encashment	171	198
	Total	**290**	**327**

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Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
28	**Other Current Liabilities**		
	Advance from customers- related parties (refer note 44)	3,337	336
	Advances from customers- Others	16,409	17,252
	Duties & Taxes Payable	4,460	4,224
	Deferred income	2,114	2,780
	Others	1,081	716
	Total	**27,401**	**25,308**
29	**Current tax liabilites (net)**		
	Provision for Corporate Taxes (net of advance tax)	6,763	7,830
	Total	**6,763**	**7,830**

Amount ₹ in Lakhs

		Year Ended 31 March 2022	Year Ended 31 March 2021
30	**Revenue from operations**		
	Sale/distribution/exhibition of films and other rights	37,298	25,584
	Other operating revenues	15	613
	Total	**37,313**	**26,197**
31	**Other Income**		
	Gain on foreign exchange (net)	845	-
	Interest income :		
	Bank deposits	31	58
	Others	5,381	5,991
	Income from Export Incentives	-	941
	Sundry balances written back and Bad debts recovered	1,553	1,786
	Provision written back for expected credit loss	4	72
	Provision for Content advances written back (refer note 3)	1,172	3,284
	Other non-operating income	249	544
	Total	**9,256**	**12,676**
32	**Purchases / Operating Expenses**		
	Film rights cost	15,133	9,829
	Amortization of film rights	12,412	16,920
	Total	**27,545**	**26,749**
33	**Changes in Inventories**		
	Inventories at the end of the year		
	Stock-in-trade	850	850
		850	**850**
	Inventories at the beginning of the year		
	Stock-in-trade	850	4
		850	**4**
	Total	**-**	**(846)**

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Amount ₹ in Lakhs

		Year Ended 31 March 2022	Year Ended 31 March 2021
34	**Employee benefits expense**		
	Salaries and wages	5,474	4,586
	Contributions to provident and other funds (refer note 41)	295	216
	Employee share based compensation (refer note 42)	-	98
	Gratuity expenses (refer note 41)	90	75
	Staff welfare expenses	43	17
	Total	**5,902**	**4,992**

Amount ₹ in Lakhs

		Year Ended 31 March 2022	Year Ended 31 March 2021
35	**Finance costs**		
	Interest expenses on loans taken from banks	4,611	8,067
	Other interest expenses	383	256
	Interest on delayed payment of taxes	529	2,471
		5,523	**10,794**
	Less : Interest received	(37)	(207)
	Total	**5,486**	**10,587**
36	**Depreciation and amortization expenses**		
	Depreciation on property, plants and equipments (refer note 2)	492	799
	Amortization on intangible assets other than film rights (refer note 3)	237	232
	Total	**729**	**1,031**
37	**Other expenses**		
	Print & digital distribution cost	4	35
	Selling & distribution expenses	138	761
	Processing and other direct cost	106	293
	Shipping, Packing & Forwarding Expenses	7	16
	Power and fuel	18	24
	Rent including lease rentals	96	66
	Repairs and maintenance	107	127
	Insurance	18	25
	Rates and taxes	53	47
	Communication Expenses	49	53
	Travelling and conveyance	80	83
	Legal and professional expenses	1,094	1,088
	Payments to auditors (refer note 49)	168	146
	Trade receivables written off	2	1,069
	Content advance written off	-	5,596
	Advances & deposits written off	2	119
	Provision for doubtful receivables	229	531
	Provision for doubtful advances	4,624	83
	Corporate social responsibility expenses (refere note 51)	-	8
	Loss on foreign exchange (net)	-	873
	Miscellaneous expenses	227	317
	Total	**7,022**	**11,360**

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Amount ₹ in Lakhs

		Year Ended 31 March 2022	Year Ended 31 March 2021
38	**Exceptional items**		
	Impairment of film rights	-	**2,301**
	Total	**-**	**2,301**

* Exceptional item comprises of the following:

1. Since early March 2021, India has witnessed a second wave of COVID-19 with sudden rise in COVID-19 cases across India. This led to imposing lockdown like restrictions across the country and impacted the economic activity including the entire media and entertainment industry. India has also witnessed third wave of COVID 19 since January 2022. The business activities of the Company were also affected for the above periods/year. The Company's management has done an assessment of the situation, including the liquidity position, the recoverability and carrying value of all its investments, other assets and liabilities and concluded that there were no material adjustments required as on March 31, 2022. As a result of the growing uncertainties with respect to COVID-19, the impact of this pandemic may be different from that estimated as at the date of approval of these financial results. The Company will continue to closely monitor any material changes to future economic condition.

Based on the assessment, the management has recorded the impairment charge of ₹ NIL (31 March 2021 2,301 lakhs) and disclosed the same under the exceptional item.

39 Earnings per share

Amount ₹ in Lakhs

		Year Ended 31 March 2022	Year Ended 31 March 2021
a)	**Computation of net profit (loss) for the year**		
	Profit/ (loss) after tax attributable to equity shareholders (₹ in lakhs)	(917)	(18,086)
b)	**Computation of number of shares for Basic Earnings per share**		
	Weighted average number of equity shares	9,58,77,949	9,57,12,501
	Total	**9,58,77,449**	**9,57,12,501**
c)	**Computation of number of shares for Diluted Earnings per share**		
	Weighted average number of equity shares used in the calculation of basic earning per share	9,58,77,949	9,57,12,501
	Add:- Weighted average potential equity shares (dilutive impact of ESOPs)	-	-
	Total	**9,58,77,949**	**9,57,12,501**
d)	**Nominal value of shares**	10	10
e)	**Computation**		
	Basic (in ₹)	(0.96)	(18.90)
	Diluted (in ₹)	(0.96)	(18.90)

Amount ₹ in Lakhs

			As at 31 March 2022	As at 31 March 2021
40	**Contingent liabilities and commitments (to the extent not provided for)**			
(a)	**Contingent liabilities**			
	(i)	Claims against the Company not acknowledged as debt		
		Sales tax claims disputed by the Company	1,983	1,983
		Service tax (refer note 1)	43,604	43,604
		Income tax liability that may arise in respect of matters in appeal	114	105
	(ii)	Guarantees		
		Guarantee given in favor of various government authorities	25	25
			45,726	**45,717**

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Notes:

1 During the year ended 31 March 2021, the Company received a show cause notice from the Commissioner of Service Tax to show cause why an amount aggregating to 5, 317akhs for the period 1 April 2015 to 30 th June 2017 should not be levied on and paid by the Company for service tax arising on temporary/perpatual transfer of copyright services and other matters. Company is in process of filing of reply for the same.

1.a During the year ended 31 March 2015, the Company received a show cause notice from the Commissioner of Service Tax to show cause why an amount aggregating to ₹ 15,675 lakhs for the period 1 April 2009 to 31 March 2014 should not be levied on and paid by the Company for service tax arising on temporary/perpatual transfer of copyright services and other matters.

In connection with the aforementioned matters, on 19 May 2015, the Company received an Order-in-original issued by the Principal Commissioner, Service Tax, wherein the department confirmed the demand of ₹ 15,675 lakhs along with interest and penalty amounting to ₹ 15,675 lakhs resulting into a total demand of ₹ 31,350 lakhs.

On 3 September 2015, the Company filed an appeal against the said order before the authorities. The Company has paid ₹ 1,000 Lakhs under protest . Considering the facts and nature of levies and the ad-interim protection for the period 1 July 2010 to 30 June 2012 granted by the Honorable High Court of Mumbai, the Company expects that the final outcome of this matter will be favourable. Accordingly, based on the assessment made after taking appropriate legal advise, the provision of ₹ 89 Lakhs only has been recorded and no additional liability has been recorded in the financial statements.

On 8 October, 2018, the Company received a show cause notice from the Commissioner of Service Tax to show cause why an amount aggregating to ₹ 1347 lakhs and penalty of ₹ 1347 lakhs resulting to total demand of ₹ 2694 Lakhs for the period 1 April 2014 to 31 March 2015 should not be levied on and paid by the Company for service tax arising on temporary/perpatual transfer of copyright services and other matters. Considering the facts and nature of levies and the ad-interim protection for the period 1 July 2010 to 30 June 2012 granted by the Honorable High Court of Mumbai, the Company expects that the final outcome of this matter will be favorable. Accordingly, based on the assessment made after taking appropriate legal advise, the provision of ₹ 61 lakhs has been recorded and no additional liability has been recorded in the financial statements.

1.b On 18 April, 2016, a subsidiary of the Company- Eros International Films Private Limited, received a show cause notice from the Commissioner of Service Tax to show cause why an amount aggregating to ₹ 597 lakhs and panalty of 60 lakhs for the period 1 April 2014 to 31 March 2015 should not be levied on and paid by the Company for service tax arising on temporary/ Perpatual transfer of copyright services and other matters. Considering the facts and nature of levies and the ad-interim protection for the period 1 July 2010 to 30 June 2012 granted by the Honorable High Court of Mumbai, the Company expects that the final outcome of this matter will be favorable. Accordingly, based on the assessment made after taking appropriate legal advise, no additional liability has been recorded in the financial statements.

1.c On 28 February, 2013, a subsidiary of the Company- Universal Power System Private Limited (acquired on 1 August, 2015), received a service tax order with reference to the internal audit conducted by the service tax department. Based on the audit conducted, department has demanded tax amounting to ₹ 114 lakhs against which the subsidiary has paid ₹ 20 lakhs. The subsidiary has not made any provision in the books to give effect to this order and filed an appeal against the demand. The subsidiary expects that the final outcome will be favorable. Accordingly, based on the assessment made after appropriate legal advice, ₹ 94 lakhs has been considered as contingent liability and no liability has been recorded in the financial statements.

1.d Company Eros International Media LImited has received showcause notice for reversal of CENVAT credit for the period 2013-14 to 2015-16 ₹ 187 lakhs,no additional liability has been accouunted in financial statements for this showcause notice. Further Company also received showcause notice for Non levy of Service tax on Import of Services for the period 2013-14 to 2015-16 for ₹ 70 Lakhs, the Company has recorded liability ₹ 52 lakhs on account of this show cause notice.

2 In addition, the Company is liable to pay service tax on use on temporary transfer of copyright in the period 1 July 2010 to 30 June 2012. The Company filed a writ petition in Mumbai High Court challenging the constitutionality and the legality of this entry and received ad-interim protection and accordingly, no amounts were provided for by the Company for the period 1 April 2011 to 30 June 2012.

3 It is not practicable for the Group to estimate the timing of cash outflows,if any, in respect of the above, pending resolution of the respective proceedings.

4 From time to time, the Group is involved in legal proceedings arising in the ordinary course of its business, typically intellectual property litigation and infringement claims related to the Company's feature films and other commercial activities, which could cause the Company to incur expenses or prevent the Company from releasing a film. While the resolution of these matters cannot be predicted with certainty, the Company does not believe, based on current knowledge or information available, that any existing legal proceedings or claims are likely to have a material and adverse effect on its financial position, results of operations or cash flows.

5 The Company does not expect any reimbursements in respect of the above contingent liabilities.

(b) Commitments

Estimated amount of contracts remaining to be executed on capital account	1,49,506	1,53,349
	1,49,506	**1,53,349**
Total	**1,95,232**	**1,99,066**

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41 Employment benefits

a) Gratuity

The following table set out the status of the gratuity plan as required under Indian Accounting Standard (Ind AS) - 19, Employee benefits, and the reconciliation of opening and closing balances of the present value of the defined benefit obligation:

Amount ₹ in Lakhs

		As at 31 March 2022	As at 31 March 2021
I	**Change in projected benefit obligation**		
	Liability at the beginning of the year	485	424
	Interest cost	27	24
	Current service cost	63	51
	Past service cost	-	-
	Liabilty transferred	-	(8)
	Benefits paid	(86)	(19)
	Actuarial loss on obligations	(61)	12
	Liability at the end of the year	426	485
	Current portion	119	129
	Non-current portion	307	356
II	**Recognised in Balance Sheet**		
	Liability at the end of the year	426	485
	Amount recognised in Balance Sheet	426	485
III	**Expense recognised in Statement of Profit and loss**		
	Current service cost	63	51
	Interest cost	27	24
	Actuarial (Gains) / losses	90	75
	Arising from changes in experience	(36)	26
	Arising from changes in financial assumptions	1	(25)
	Arising from changes in demographic assumptions	(26)	11
	Expense/(income) recognised in Other comprehensive income	(61)	12
IV	**Assumptions used**		
	Discount rate	4.56%- 5.66%	5.45%- 5.58%
	Long-term rate of compensation increase	4.76%	4.76%-10%
	Attrition Rate	25%-45%	17%-23%
	Expected average remaining working life	3 years	4 years

V A quantitative sensitivity analysis for significant assumption as at 31 March 2022 is as shown below:

Impact on defined benefit obligation

	As at 31 March 2022	As at 31 March 2021
Projected benefit obligation on current assumption	426	485
Discount rate		
1.00 % increase	(15)	(16)
1.00 % decrease	15	18
Rate of increase in salary		
1.00 % increase	13	15
1.00 % decrease	13	(15)
Rate of increase in employee turnover		
1.00 % increase *	(0)	(1)
1.00 % decrease *	0	1

* Amount less than one lakh

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VI Maturity profile of defined benefit obligation

	As at 31 March 2022	As at 31 March 2021
Year		
Year 1	119	126
Year 2	108	71
Year 3	72	54
Year 4	47	60
Year 5	36	75
Sum of Years 6-10	105	249

VII **Interest rate risk:** A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.

VIII **Salary Risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

IX **Asset Liability Matching Risk:** The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds**.**

X **Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

b) Compensated absences

The Company incurred ₹ 21 lakhs (31 March 2021 ₹ 46 lakhs) towards accrual for compensated absences during the year.

c) Provident fund

The Company contributed ₹ 275 lakhs (31 March 2021 ₹ 212 lakhs) to the provident fund plan, ₹ 2 lakhs (31 March 2021 ₹ 3 lakhs) to the Employee state insurance plan and ₹ Nil (31 March 2021 ₹ 1 lakhs) to the National Pension Scheme during the year.

42 Share Based Compensation

The Company has instituted Employees' Stock Option Plan "ESOP 2009" and "ESOS 2017" under which the stock options have been granted to employees. The scheme was approved by the shareholders at the Extra Ordinary General Meeting held on 17 December 2009 and Annual General Meeting held on 29 September 2017 respectively. The details of activities under the ESOP 2009 and ESOS 2017 scheme are summarized below:

The expense recognised for employee services received during the year is shown in the following table:

Amount ₹ in lakhs

	Year Ended 31 March 2022	Year Ended 31 March 2021
Expense arising from equity-settled share-based payment transactions	-	98

There were no cancellations or modifications to the awards in 31 March 2022 or 31 March 2021.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:

	As at 31 March 2022		As at 31 March 2021	
	Number	WAEP	Number	WAEP
Outstanding at 1 April	1,99,923	45	4,79,614	45
Granted during the year	-	-	-	-
Forfeited during the year	(4,117)	10	(43,896)	10
Exercised during the year	(20,054)	10	(2,35,795)	10
Outstanding at 31 March	**1,75,752**	94	**1,99,923**	45
Exercisable at 31 March	1,75,752	106	3,25,740	94
Range of exercise price of outstanding options (₹)		₹ 10-150		₹ 10-150
Weighted average remaining contractual life of option		2.96 Years		2.96 Years

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Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	17-Dec-09	12-Aug-10	01-Jul-12	14-Oct-13	12-Nov-14	12-Feb-15	09-Feb-16	10-Feb-17	14-Nov-17	10-Feb-18
Dividend yield (%)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expected volatility	75.00%	60.00%	44.00%	35.00%	40.11%	37.84%	46.46%	48.66%	56.53%	53.15%
Risk free interest rate	6.30%	6.50%	8.36%	8.57%	8.50%	7.74%	7.49%	6.51%	6.90%	7.38%
Exercise price	75-175	75-135	75	150	10	10	10	10	10	10
Expected life of options granted in years	5.25	5.25	5.50	4.50	As per Table 1.1			4.27	3.50	4.50

Table 1.1

Expected life of options granted in years

Option Grant date	09-Feb-16		12-Feb-15		12-Nov-14	
	Old Employees	New Employees	Old Employees	New Employees	Old Employees	New Employees
Year I	3.50	4.50	3.00	3.00	3.50	4.50
Year II	4.50	5.50	3.50	4.00	4.50	5.50
Year III	5.50	6.50	4.00	4.50	5.50	6.50

The expected life of options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may differ from the actual.

43 Segment Reporting

Description of segment and principal activities

The Company acquires, co-produces and distributes Indian films in multiple formats worldwide. Film content is monitored and strategic decisions around the business operations are made based on the film content, whether it is new release or library. Hence, Management identifies only one operating segment in the business, film content. The Company distributes film content to the Indian population in India and worldwide and to non-Indian consumers who view Indian films that are subtitled or dubbed in local languages. As a result of these distribution activities, the management examines the performance of the business from a geographical market perspective.

Amount ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Revenue by region of domicile of customer's location		
India	22,846	7,881
United Arab Emirates*	4,832	15,351
Rest of the world	9,636	2,965
Total revenue	**37,313**	**26,197**

*Sales to United Arab Emirates includes sales to its related party Eros Worldwide FZ LLC.

For the year ended 31 March 2022 and 31 March 2021 no external customers accounted for more than 10% of the entity's total revenues.

Non-current assets other than financial instruments, investments accounted for using equity method and deferred tax

Non-current assets		
India	74,178	85,011
Rest of the world	8,006	10,851
Total non-current assets	**82,184**	**95,862**

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44 Related party disclosures

Parent entity

Relationship	Name
Ultimate holding company	Eros Media World PLC (up to 15 September 2021) (formerly known as Eros STX Global Corporation)
Holding company	Eros Worldwide FZ LLC (up to 15 September 2021)
Enterprises with significant influence	Eros Media World PLC (from 16 September 2021) (formerly known as Eros STX Global Corporation)
	Eros Worldwide FZ LLC (from 16 September 2021)

List of Key management personnel (KMP)

Mr. Sunil Lulla – Executive Vice Chairman and Managing Director

Mr. Kishore Lulla – Executive Director (up to 19 May 2022)

Mr. Farokh Gandhi - Executive Director & Chief Financial Officer (India) (Up to 14 August 2021)

Mr. Pradeep Dwivedi - Executive Director & Chief Executive Officer (India)

Mr. Vijay Jayantilal Thaker - Vice President Company Secretary & Compliance Officer - Chief Finance Officer (Up to 19 May 2022)

Mr. Rajesh Chalke - Chief Financial Officer (from 19 May 2022)

Relatives of KMP with whom transactions exist	Mrs. Manjula K Lulla (wife of Mr. Kishore Lulla)
	Mrs. Krishika Lulla (wife of Mr. Sunil Lulla)
	Mrs. Meena Lulla (wife of Mr. Arjan Lulla)
Entities over which KMP exercise significant influence	Shivam Enterprises
	Eros Television India Private Limited
Fellow subsidiary company*	Eros Digital Private Limited
	Eros International Limited, United Kingdom
	Eros Digital FZ LLC
	Eros Films Limited, Isle of Man

* up to 15 September 2021

a) Transactions with related parties

Amounts ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Sale of film rights		
Eros Worldwide FZ LLC	8,033	12,182
Eros International Limited	6,309	2,269
Eros International Limited USA	2,854	-
	17,196	**14,451**
Revenue attributable to Eros Digital FZ LLC	**(3,285)**	**(2,098)**
Re-imbursement of administrative expense		
Eros Worldwide FZ LLC	122	99
Eros Digital FZ LLC	1,558	2,684
Total	**1,680**	**2,783**
Re-imbursement of administrative expense given		
Eros Worldwide FZ LLC	-	15
Total	**-**	**15**

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Amounts ₹ in lakhs

	Year ended 31 March 2022	Year ended 31 March 2021
Rent expenses		
Mr. Sunil Lulla	348	384
Mr. Kishore Lulla	348	348
Mrs. Manjula K Lulla	36	36
Total	**732**	**768**
Interest income		
Eros Worldwide FZ LLC	5,308	5,979
Total	**5,308**	**5,979**
Interest expenses		
Eros Digital Private Limited	58	62
Total	**58**	**62**
Salary, commission and perquisites* to KMPs	**968**	**952**
Total		

* Perquisites to KMP have been valued as per Income tax Act, 1961 and rules framed thereunder or at actuals as the case may be.

** The remuneration accrued/paid by the company to its Vice Chairman and Managing Director for the year ended 31 March 2022 is in excess by ₹ 394 lakhs vis-a-vis the limits specified in section 197 of Companies Act, 2013 ('the act') read with schedule V thereto, as the Company does not have profits. The Company is in process of complying with the prescribed statutory requirements to regularize such excess payments, including seeking approval of shareholders, as necessary. Untill then, the said excess amount is held in trust by the Vice Chairman and Managing Director.

a) Transactions with related parties *(Continued)*

	Year ended 31 March 2022	Year ended 31 March 2021
Content advances given		
Eros International Limited	448	-
Total	**448**	**-**
Trade advances/ loans given		
Eros International Limited	448	-
Eros Worldwide FZ LLC	-	69
Total	**448**	**69**
Recovery of trade advances/ loans given		
Eros International Limited	447	-
Eros Worldwide FZ LLC	8	115
Total	**455**	**115**
Trade advances/ loans taken		
Eros Digital FZ LLC	3,035	-
Total	**3,035**	**-**

Amounts ₹ in lakhs

b) Balances with related parties

	As At 31 March 2022	As At 31 March 2021
Trade balances due from		
Eros Worldwide FZ LLC	40,645	35,653
Eros Digital FZ LLC	5,649	4,327
Eros International Limited	8,653	2,195
Eros International Limited USA	2,884	-
Total	**57,831**	**42,175**
Trade balances due to		
Eros Worldwide FZ LLC	2,971	2,851
Eros International Limited	293	282
Eros Digital FZ LLC	24,724	21,128
Total	**27,988**	**24,261**

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Amounts ₹ in lakhs

	As At 31 March 2022	As At 31 March 2021
Advances/Loan due to		
Eros Worldwide FZ LLC	3,333	311
Eros Digital Private Limited	671	619
Eros International Limited	11	11
Eros Digital FZ LLC	15	14
Total	**4,030**	**955**
Loans and advances due from		
Eros Worldwide FZ LLC	88,133	79,792
Eros International Limited	56	54
Total	**88,189**	**79,845**
Security Deposits/Amounts due from KMPs or their relatives		
Mr. Sunil Lulla	13	13
Mr. Kishore Lulla	180	180
Mrs. Manjula Lulla	75	75
Total	**268**	**268**
Amounts due to KMPs or their relatives		
Mr. Sunil Lulla	736	489
Mr. Kishore Lulla	193	241
Mrs. Krishika Lulla	24	21
Mrs. Manjula Lulla	158	124
Mrs. Meena Lulla	7	7
Total	**1,118**	**881**

c) Terms and conditions

All outstanding balances are unsecured and repayable in cash.

45 Categories of financial assets and financial liabilities

The carrying value and fair value of financial instruments by categories are as follows:

Particulars	**Carrying value /Fair value**	
	As at 31 March 2022	**As at 31 March 2021**
Financial assets		
Measured at amortised cost		
Loans	89,540	83,239
Restricted bank deposits	536	2,852
Other financial assets	944	524
Trade receivables	63,817	47,870
Cash and cash equivalents	408	2,656
	1,55,245	**1,37,141**
Financial liabilities		
Measured at amortised cost		
Borrowings	46,320	52,393
Acceptance	-	1,400
Trade payables	40,053	39,762
Other financial liabilities	3,444	3,819
Lease Liabilities	1,729	2,311
	91,546	**99,685**

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46 Fair value measurement of financial instruments

Financial assets and financial liabilities measured at fair value in the balance sheet are grouped into three Levels of a fair value hierarchy. The three Levels are defined based in the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: unobservable inputs for the asset or liability

The following table shows the Levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

Amount in ₹ Lakhs

Particulars	Carrying value /Fair value			
	As at 31 March 2022	**As at Level 1**	**As at Level 2**	**As at Level 3**
Financial assets				
The following table shows the financial assets and liabilities measured at amortised cost on a recurring basis:				
Measured at amortised cost				
Financial assets				
Loans	89,540	-	-	-
Restricted deposits	536	-	-	-
Other financial assets	944	-	343	-
Trade receivables	63,817	-	-	-
Cash and cash equivalents	408	-	-	-
	1,55,245	**-**	**343**	**-**
Measured at amortised cost				
Financial liabilities				
Borrowings- Non-current	4,674	-	4,674	-
Borrowings- Current	41,646	-	-	-
Acceptance	-	-	-	-
Trade payables	40,053	-	-	-
Other financial liabilities	3,444	-	-	-
Lease Liabilities	1,729	-	-	-
	91,546	**-**	**4,674**	**-**

During the year ended 31 March 2022 there was no transfers between level 2 and level 3 fair value hierarchy.

Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities and short term borrowings carried at amortised cost is not materially different from its carrying cost largely due to short term maturities of these financial assets and liabilities.

Fair value of the borrowing items fall within level 2 of the fair value hierarchy and is calculated on the basis of discounted future cash flows.

Non-listed shares and other securities fall within level 3 of the fair value hierarchy. Valuation is based on the net asset method.

Financial instruments with fixed and variable interest rate fall within level 2 of the fair value hierarchy and are evaluated by Company based on parameters such as interest rate, credit rating or assessed credit worthiness.

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46 Fair value measurement of financial instruments *(Continued)*

Amount in ₹ Lakhs

Particulars	Carrying value /Fair value			
	As at 31 March 2021	As at Level 1	As at Level 2	As at Level 3
Financial assets				
The following table shows the financial assets and liabilities measured at amortised cost on a recurring basis:				
Measured at amortised cost				
Financial assets				
Loans	83,239	-	-	-
Restricted deposits	2,852	-	-	-
Other financial assets	524	-	373	-
Trade receivables	47,870	-	-	-
Cash and cash equivalents	2,656	-	-	-
	1,37,141	**-**	**373**	**-**
Measured at amortised cost				
Financial liabilities				
Borrowings- Non-current	3	-	3	-
Borrowings- Current	52,390	-	-	-
Acceptance	1,400	-	-	-
Trade payables	39,762	-	-	-
Other financial liabilities	3,819	-	-	-
Lease Liabilities	2,311	-	-	-
	99,685	**-**	**3**	**-**

During the year ended 31 March 2021 there was no transfers between level 2 and level 3 fair value hierarchy.

Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities and short term borrowings carried at amortised cost is not materially different from its carrying cost largely due to short term maturities of these financial assets and liabilities.

47 Financial instruments and Risk management

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in note. The main types of risks are market risk, credit risk and liquidity risk.

The Company's risk management is coordinated in close cooperation with the board of directors and audit committe meetings.

The Company has established objectives concerning the holding and use of financial instruments. The underlying basis of these objectives is to manage the financial risks faced by the Company.

Formal policies and guidelines have been set to achieve these objectives. The Company does not enter into speculative arrangements or trade in financial instruments and it is the Company's policy not to enter into complex financial instruments unless there are specific identified risks for which such instruments help mitigate uncertainties.

Management of Capital Risk and Financial Risk

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The Company monitors capital using a gearing ratio, which is net debt divided by total capital. For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. Net debt is calculated as borrowing (refer note 17,23,24 and 26) less cash and cash equivalents.

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Amounts ₹ in lakhs

The gearing ratio at the end of the reporting period was as follows:

	As at 31 March 2022	As at 31 March 2021
Debt	46,320	53,793
Less: Cash and cash equivalents	(408)	(2,656)
Net debt	**45,912**	**51,137**
Equity	**1,07,820**	**1,05,363**
Net debt to equity	**42.58%**	**48.53%**

Financial risk management objectives

Based on the operations of the Company , Management considers that key financial risks that it faces are credit risk, currency risk, liquidity risk and interest rate risk. The objectives under each of these risks are as follows:

- credit risk: minimize the risk of default and concentration.
- currency risk: reduce exposure to foreign exchange movements principally between INR and USD.
- liquidity risk: ensure adequate funding to support working capital and future capital expenditure requirements.
- interest rate risk: mitigate risk of significant change in market rates on the cash flow of issued variable rate debt.

Credit Risk

The Company's credit risk is principally attributable to its trade receivables, loans and bank balances. As a number of the Company's trading activities require third parties to report revenues due to the Company this risk is not limited to the initial agreed sale or advance amounts. The amounts shown within the Balance Sheet in respect of trade receivables and loans are net of allowances for doubtful debts based upon objective evidence that the Company will not be able to collect all amounts due.

Trading credit risk is managed on a customer by customer basis by the use of credit checks on new clients and individual credit limits, where appropriate, together with regular updates on any changes in the trading partner's situation. In a number of cases trading partners will be required to make advance payments or minimum guarantee payments before delivery of any goods.

The credit risk on bank balances is limited because the counterparties are banks with high credit ratings as signed by international credit rating agencies.

The Company from time to time will have significant concentration of credit risk in relation to individual theatrical releases, television syndication deals or digital licenses. This risk is mitigated by contractual terms which seek to stagger receipts and/or the release or airing of content. As at 31 March 2022 92 % (31 March 2021: 90 %) of trade account receivables were represented by the top 5 customer, out of which as at 31 March 2022 91 % (31 March 2021: 87 %) of trade account receivables were represented by the related parties.The maximum exposure to credit risk is that shown within the statement of financial position.

As at 31 March 2022, the Company did not hold any material collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Currency Risk

The Company is exposed to foreign exchange risk from foreign currrency transactions. As a result it faces both translation and transaction currency risks which are principally mitigated by matching foreign currency revenues and costs wherever possible.

The Company has identified that it will need to utilize hedge transactions to mitigate any risks in movements between the US Dollar and the Indian Rupee and has adopted an agreed set of principles that will be used when entering into any such transactions. No such transactions have been entered into to date and the Company has managed foreign currency exposure to date by seeking to match foreign currency inflows and outflows as much as possible such as packing credit repayment in USD is matched with remittances from UAE in USD. Details of the foreign currency borrowings that the Company uses to mitigate risk are shown within Interest Risk disclosures.

As at the Balance Sheet date there were no outstanding forward foreign exchange contracts. The Company adopts a policy of borrowing where appropriate in the local currency as a hedge against translation risk. The table below shows the Company's net foreign currency monetary assets and liabilities position in the main foreign currencies, translated to Indian Ruppes(INR) equivalents, as at the year end:

	Net balance receivables / (payables)			
	INR	USD	SGD*	EUR*
	₹ In Lakhs			
As at 31 March 2022	36,655	476	-	-
As at 31 March 2021	24,023	328	-	-

*amount represents less than one lakh

The above foreign currency arises when the Company holds monetary assets and liabilities denominated in a currency other than INR.

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A uniform decrease of 10% in exchange rates against all foreign currencies in position as of 31 March 2022 would have increased in the Company's net profit before tax by approximately ₹ 3,665 lakhs (31 March 2021: ₹ 2,402 lakhs). An equal and opposite impact would be experienced in the event of an increase by a similar percentage

47 Financial instruments and Risk management *continued*

Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and agreed committed banking facilities. Management of working capital takes account of film release dates and payment terms agreed with customers.

A maturity analysis for financial liabilities is provided below. The amounts disclosed are based on contractual undiscounted cash flows. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rates as at 31 March, in each year.

As at 31 March 2022	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
					₹ in Lakhs
Borrowing principal payments	46,320	41,646	4,674	-	-
Borrowing interest payments	4,378	3,957	421	-	-
Trade and other payables	43,497	24,415	19,082	-	-
Lease Liabilities	1,729	541	1188	-	-

As at 31 March 2021	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
					₹ in Lakhs
Borrowing principal payments	52,406	52,390	16	-	-
Borrowing interest payments	6,127	6,125	2	-	-
Acceptance	1,400	1,400	-	-	-
Trade and other payables	43,556	25,557	17,999	-	-
Lease Liabilities	2,311	488	1,823	-	-

At 31 March 2022, the Company had facilities available of ₹ 41,299 Lakhs (31 March 2021: ₹ 49,034 Lakhs) and had net undrawn amounts of ₹ Nil (31 March 2021: ₹ 1,995 Lakhs) available.

Interest rate risk

The Company is exposed to interest rate risk as the Company has borrowed funds at floating interest rates. The risk is managed as the loans are at flowting interest rates which is aligned to the market.

A uniform increase of 100 basis in interest rates against all borrowings in position as of 31 March 2022 would have decreased in the Company's net profit before tax by approximately ₹ 463 Lakhs (31 March 2021: net profit before tax of ₹ 526 Lakhs). An equal and opposite impact would be experienced in the event of a decrease by a similar basis.

48 a. Enterprises Consolidated as Subsidiary in accordance with Indian Accounting Standard 110- Consolidated Financial Statements

Sr. No.	Name of enterprises	Country of incorporation	Proportion of ownership interest
1	Eros International Films Private Limited	India	100%
2	Big Screen Entertainment Private Limited	India	64%
3	EyeQube Studios Private Limited	India	100%
4	EM Publishing Private Limited	India	100%
5	Eros Animation Private Limited	India	100%
6	Copsale Limited	British Virigin Island	100%
7	Digicine PTE Limited	Singapore	100%
8	Colour Yellow Productions Private Limited	India	50%
9	ErosNow Private Limited	India	100%

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48 b. Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associates/Joint Ventures

Name of Enterprises	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit or loss	₹ in lakhs	As % of consolidated other comprehensive income	₹ in lakhs	As % of consolidated total comprehensive income	₹ in lakhs
Parent								
Eros International Media Limited	19.9%	21,475	-39.3%	360	0%	10	15.1%	370
Subsidiaries								
Indian								
Eros International Films Private Limited	0.8%	892	112.1%	(1,028)	-	-	-41.9%	(1,028)
Big Screen Entertainment Private Limited	0.0%	38	0.1%	(1)	-	-	0.0%	(1)
EyeQube Studios Private Limited	0.1%	66	-1.0%	9	-	-	0.4%	9
EM Publishing Private Limited	0.0%	(12)	-0.4%	3	-	-	0.1%	3
Eros Animation Private Limited	0.0%	(3)	0.1%	(1)	-	-	0.0%	(1)
Colour Yellow Productions Private Limited	2.1%	2,270	34.1%	(313)	-	3	-12.5%	(306)
ErosNow Private Limited (formly known as Universal Power Systems Private Limited)	-3.6%	(3,891)	360.0%	(3,301)	1%	35	-133.1%	(3,267)
Foreign								
Digicine PTE Limited	-1.8%	(1,948)	116.3%	(1,066)	-2%	(60)	-45.9%	(1,126)
Copsale Limited	88.2%	95,049	-348.4%	3,195	100%	3,384	268.0%	6,579
Non controlling interests	1.1%	1,209	17.3%	(159)	-	-	-6.5%	(159)

	Year ended 31 March 2022 ₹ in lakhs	Year ended 31 March 2021 ₹ in lakhs
49 Auditors' remuneration		
As auditor		
Statutory audit	143	117
Limited review	15	18
Tax audit	1	10
	158	145
In other capacity		
Other services (certification fees)	10	1
	10	1
Total	**168**	**146**

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50 There are amount payable as at the year end to micro, small and medium enterprises as defined in The Micro, Small & Medium Enterprises Development Act, 2006. Detail disclosure on it given below :

Amount ₹ in lakhs

Sl No	Particulars	As on 31 March 2022	As on 31 March 2021
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	117	-
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	3	-
3	Principal amount paid to suppliers registered under the MSMED Act beyond the appointed day during the year	-	-
4	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year Read more at: https://taxguru.in/company	-	-
5	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
6	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
7	Further interest remaining due and payable for earlier years	-	-

51 As per the provision of the Act, a Corporate Social Responsibility (CSR) committee has been formed by the Company. CSR objects chosen by the Company primarily consist of promoting education, promoting gender equality, empowering women, setting up homes and hostels for women and orphans etc. As per the provisions of the Act, gross amount required to be spent by the Company is ₹ NIL (previous year ₹ 8 lakh), of which ₹ NIL (previous year ₹ 8 lakh) have been spent during the current year.

52 Since early March 2021, India has witnessed a second wave of COVID-19 with sudden rise in COVID-19 cases across India. This led to imposing lockdown like restrictions across the country and impacted the economic activity including the entire media and entertainment industry. India has also witnessed third wave of COVID 19 since January 2022. The business activities of the Group were also affected for the above periods/year. The management has done an assessment of the situation, including the liquidity position, the recoverability and carrying value of all its investments, other assets and liabilities and concluded that there were no material adjustments required as on March 31, 2022. As a result of the growing uncertainties with respect to COVID-19, the impact of this pandemic may be different from that estimated as at the date of approval of these financial results. The Group will continue to closely monitor any material changes to future economic condition.

53 One Time Restructuring (OTR) under RBI's Resolution Framework for Covid-19 related stress as per RBI circular dated 6 August 2020 and Resolution Framework for Covid-19 related stress – Financial Parameters dated 7 September 2020 were invoked by the Parent Company and the consortium bankers on 24 December 2020. The said resolution plan was duly approved and implemented by the Parent Company's bankers on 22 June 2021 with effect from the cut-off date as 1 January 2021 and accordingly, the outstanding debts liabilities were regularized and restructured and the impact of the said restructuring has been taken in the financial result for the year ended 31 March 2022 based on the OTR framework agreement, bank sanction letters and other related documents.

54 The Group has incurred loss for the year amounting ₹ 917 lakhs in current year and ₹ 18,086 lakhs in previous financial year. As at 31 March, 2022, Group's current liabilities exceeds the current assets by ₹ 33,536 lakhs. The economic uncertainty created by the COVID-19 resulted in significant business disruptions for film distributer and broadcasting companies till December 2021. Material uncertainties exists that may cast significant doubt on the Group's ability to continue as a going concern. The Group has taken various steps aimed at augmenting liquidity including restructuring of the borrowing facilities, conserving cash including various costs saving initiatives, and maximizing revenue through monetizing of the film/music library by way of long term contracts, recovery of trade receivables overdue and raising of funds by way of proposed issue of share warrants. The Group has considered the impact of these uncertainties and steps and factored them into their financial forecasts. For the said reason, Management continues to adopt the going concern basis in preparing the consolidated financial statements.

55 Leases

Company as a lessee

The company's leased assets primarily consist of offices. Lease of the office premises generally have lease term of 5 years.

(a) The carrying amount of Right to use assets and the movements during the year are given in note 3.

(b) The carrying amount of lease liabilities and the movements during the year:-

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Amount in ₹ Lakhs

	Particulars	Year ended 31 March 2022	Year ended 31 March 2021
	Opening balance	2,311	428
	Addition	-	2,474
	Accretion of Interest	-	-
	Payment made	582	591
	Closing balance	1,729	2,311
(c)	The amount relating to leases recognized in statement of profit and loss		
	Depreciation of right of use of assets	90	367
	Interest expense on lease liability'	-	90
	Total	90	457
(d)	Undiscounted maturity analysis of lease liabilities as at end of the year		
	Less than 1 year	541	491
	One to five year	1188	1648
	More than 5 year	-	-

56 The Group has trade receivables of ₹ 40,645 lakhs and loan receivable of ₹ 88,133 lakhs from Eros Worldwide FZ LLC ("EWW")(" Company having significant influence"), trade receivable of ₹ 8,652 lakhs from Eros International Limited UK (fellow subsidiary of EWW) and ₹ 2,884 lakhs from Eros International USA Inc. (fellow subsidiary of EWW). Dues of EWW of ₹ 32,577 lakhs are overdue. As per the management accounts for year ended March 31, 2022, net worth of these companies has been eroded and has incurred losses in that year. Further, EWW has made significant write down in the carrying amount of film content. The parent Company of aforesaid entities i.e. Eros Media World PLC is committed to continue to support these entities. Based on the future business plans of EWW, management is confident of recovery of above dues from related parties and does not require any provisions.

57 Other Statutory Information

(i) Balances outstanding with Nature of transactions with struck off companies as per Section 248 of the Companies Act, 2013:

FY 2021-22

Sr. No.	Name of struck of Company	Nature of transactions with struck-off Company	Balance outstanding (₹ in lakhs)	Relationship with Struck off company, if any, to be disclosed
1	Space Cable Network	Trade receivable*	0	No
2	My Channel India Pvt. Ltd.	Trade receivable*	0	No
3	Satellite Cable Communication	Trade receivable	2	No
4	R K Digital Cable Network	Trade receivable*	0	No
5	Bhusawal Cable Network Pvt. Ltd.	Trade receivable*	0	No
6	Colour Yellow Pictures Ltd.	Trade Payable	7	No
7	Red Eye Kraft Private Limited	Content Advances**	895	No
8	Dreams Broking Pvt Ltd	Equity share capital*	(No. of share - 3)	No
9	Kothari Intergroup Ltd.	Equity share capital*	(No. of share - 1)	No

* Value below ₹ 1 lakh

** Company has made the provision against same.

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FY 2020-21

Sr. No.	Name of struck of Company	Nature of transactions with struck-off Company	Balance outstanding (₹ in lakhs)	Relationship with Struck off company, if any, to be disclosed
1	Space Cable Network	Trade receivable	2	No
2	Satellite Cable Communication	Trade receivable	1	No
3	R K Digital Cable Network	Trade receivable	1	No
4	My Channel India Pvt. Ltd.	Trade receivable	1	No
5	Bhusawal Cable Network Pvt. Ltd.	Trade receivable*	0	No
6	Colour Yellow Pictures Ltd.	Trade Payable	7	No
7	Kalsan Movies Private Limited	Trade Payable	10	No
8	Dil Multimedia Pvt Ltd	Content Advances**	2,751	No
9	Red Eye Kraft Private Limited	Content Advances**	895	No
10	Dreams Broking Pvt Ltd	Equity share capital*	(No. of share - 3)	No
11	Kothari Intergroup Ltd.	Equity share capital*	(No. of share - 1)	No
12	M/S Prava Buildcon Private Limited	Equity share capital*	(No. of share - 250)	No

* Value below ₹ 1 lakh

** Company has made the provision against same.

(ii) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(iii) The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.

(iv) Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(v) The Company has complied with layers prescribed in Companies Act, 2013.

(vi) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(viii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ix) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

(x) The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(xi) The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

58 Post reporting date events

No adjusting or significant non-adjusting events have occurred between 31 March 2022 and the date of authorisation of these standalone financial statements.

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to the consolidated financial statements and other explanatory information

59 Authorisation of financial statements

The financial statements fir the year ended 31 March 2022 (including comparatives) were approved by the board of directors on 29 May, 2022.

As per our report of even date

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No.: 101720W/W100355

Amit Chaturvedi
Partner
Membership No: 103141

For and on behalf of Board of Directors

Sunil Lulla
Executive Vice Chairman
and Managing Director
(DIN: 00243191)

Pradeep Dwivedi
Executive Director and
Chief Executive Officer
(DIN: 07780146)

Rajesh Chalke
Chief Financial Officer

Vijay Thaker
Vice President - Company Secretary
and Compliance Officer

Place: Mumbai
Date : 29 May 2022

NOTICE OF THE 28TH ANNUAL GENERAL MEETING

Regd. Office: 201, Kailash Plaza, Opp. Laxmi Industrial Estate, Off. Andheri Link Road, Andheri West, Mumbai - 400 053, Maharashtra (India).
Corporate Office: 901/ 902, Supreme Chambers, Off. Veera Desai Road, Andheri West, Mumbai -400053, Maharashtra (India).
Phone: +91 22 66021500 | Fax: +91 22 66021540 | Email: compliance.officer@erosintl.com | Website: www.erosmediaworld.com
CIN: L99999MH1994PLC080502

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of **Eros International Media Limited** will be held on Tuesday, the 27th day of September, 2022 at 3:00 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 2022, 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 2022, 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.

3. **Appointment of Statutory Auditors of the Company and fix their remuneration**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W/W100048), be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration No. 101720W/ W100355), to hold office for a term of 5 (five) years from the conclusion of this 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting to be held in the calendar year 2027 at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for implementing and giving effect to this resolution."

SPECIAL BUSINESS:

4. **Approval for waiver of excess remuneration paid/payable for the financial year 2021-2022 to Mr. Sunil Lulla, Executive Vice Chairman & Managing Director of the Company**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 (the Act) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the Members of the Company be and is hereby accorded to ratify and confirm waiver of recovery of the excess remuneration amounting to ₹ 394 Lakh paid/ payable to Mr. Sunil Lulla (DIN: 00243191), Executive Vice Chairman & Managing Director for the financial year 2021-2022, which is in excess of the limits prescribed under Schedule V of the Act in view of inadequate profit for the financial year 2021-2022 and within the limits as approved by the Members of the Company at their 26th Annual General Meeting held on 15 December 2020.

   RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

5. **To approve Eros International Media Limited - Employee Stock Options Scheme 2022 and grant of stock options to the Employees of the Company under the said scheme**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB and Sweat Equity Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to the introduction and implementation of **Eros International Media Limited-Employees Stock Option Scheme ("EROS ESOS 2022" or "Plan")**, the salient features of which have been set out in the Explanatory Statement to this resolution, and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB and Sweat Equity Regulations) to create and grant from time to time, in one or more tranches, not exceeding 1,50,00,000 (One Crore Fifty Lakh) employee stock Options ("Option(s)") to or for the benefit of such person(s) who are in employment of the Company and its subsidiary and associate company(ies) within the meaning of EROS ESOS 2022, including any Director, whether whole time or otherwise [other than promoter(s) and person(s) belonging to the promoter group of the Company, Independent Director(s) and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], as may be decided under the Scheme, exercisable into not more than 1,50,00,000 (One Crore Fifty Lakh) equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up, where one employee stock option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of EROS ESOS 2022.

   RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the existing equity shares of the Company.

   RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB and Sweat Equity Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Act, SEBI SBEB and Sweat Equity Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

6. **Grant of employee stock options to the employees of Subsidiary and Associate Company(ies) of the Company under Eros International Media Limited - Employee Stock Option Scheme 2022**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB and Sweat Equity Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members be and is hereby accorded to extend the benefits of Eros International Media Limited - Employees Stock Option Scheme 2022 (hereinafter referred to as 'EROS ESOS 2022') (subject to members approval on Item No. 5 above) to the present and future, employees of the holding company, subsidiary and associate company(ies) of the Company in India or outside and to the present and future Director(s), whether Wholetime Director or not, but excluding Independent Directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarized in the Explanatory Statement.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate EROS ESOS 2022 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of EROS ESOS 2022 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint advisors, consultants or representatives, being incidental to the effective implementation and administration of EROS ESOS 2022 as also to make applications to the appropriate authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

7. **Approval of Material Related Party Transaction with Eros Worldwide FZ LLC**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with Section 188 of the Companies Act, 2013 ('the Act'), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's 'Policy on Related Party Transactions' and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transactions/ contracts/ arrangements/agreements with Eros Worldwide FZ LLC, a Related Party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI Listing Regulations for exploitation of Indian Films Rights and Indian Non Film Music Publish Rights of the Company outside India, for a period of three years commencing from financial year 2022-23 to financial year 2024-25, individually and/ or in the aggregate upto an amount not exceeding ₹ 300 crore in a financial year, provided however, that the said contracts/ arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/ or Managing Director of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Vijay Thaker
Vice President- Company Secretary &
Compliance Officer

Date: 12 August 2022
Place: Mumbai

NOTES

1. In view of continuing social distancing norms due to Covid-19, the Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020, the latest being 2/2022 dated 5 May 2022 and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13 May, 2022, and other applicable circulars issued in this regard, have allowed the companies to conduct Annual General Meeting (AGM) through VC/ OAVM till 31 December 2022 without physical presence of Members at a common venue. In accordance with the applicable provisions of the Companies Act, 2013 (the Act) and the said Circulars of MCA and SEBI, the 28th AGM of the Company shall be conducted 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 28th AGM of the Company is being held through VC/OAVM on Tuesday, 27 September 2022 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. 4 to 7 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 28th AGM along with the Annual Report 2021-22 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 28th AGM along with Annual Report for the financial year 2021-22 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report for the financial year 2021-22 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. 16.

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 Tuesday, 20 September, 2022 to Tuesday, 27 September, 2022 (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. Link 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 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 i.e Link Intime India Private Limited, for assistance in this regard.

13. 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 i.e Link Intime India Private Limited. 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 i.e Link Intime India Private Limited. These forms will be made available on request.

14. 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 i.e Link Intime India Private Limited, 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.

15. 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.

16. 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., Tuesday, 20 September, 2022. 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., Tuesday, 20 September 2022, 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. Tuesday, 20 September 2022; 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, Link Intime India Private Limited. In case of any queries, members may contact Company's RTA, Link Intime India Private Limited, 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 Depository Participant(s) and in respect of Physical Holdings with the Company's RTA, Link Intime India Private Limited 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. Suhas Ganpule, Practicing Company Secretary, (Membership No. 12122, CP No: 5722) proprietor of S G. & 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 Friday, 23 September 2022. End of e-voting: Up to 5:00 p.m. (IST) on Monday, 26 September 2022. 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 09.12.2020,** 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) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9 December 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) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see the respective e-voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 provided links for the respective ESP where the e-voting is in progress during or before the AGM.
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/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.
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's 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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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 OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

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 as mentioned in instruction (v).

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 Members 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 changed 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) 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 Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

q) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (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 on 022-23058542/43

r) 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 (DP)

c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

17. 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.

18. Share transfer documents and all correspondence relating thereto, should be addressed to the Link 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.

19. 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 DP and holdings should be verified

20. SEBI vide its Circular dated 3 November 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 Link 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.

21. Regulation 40 of SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25 January 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at https://www.evotingindia.com under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/ Members login where the EVSN of the Company will be displayed.
2. 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.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience
4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. 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.
6. 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.
7. The Shareholders who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.
8. 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**

Vijay Thaker
Vice President- Company Secretary & Compliance Officer

Date: 12 August 2022
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:

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), however, the same is strictly not required as per Section 102 of the Companies Act, 2013 ('the Act').

M/s. Chaturvedi & Shah LLP, Chartered Accountants have been appointed as Statutory Auditors of the Company since their appointment at the Annual General Meeting ('AGM') held on 28 September 2017. Pursuant to the provisions of Section 139(2) of the Act, read with applicable Rules framed thereunder, the term of present Statutory Auditors expires at the conclusion of the 28th AGM. The Board of Directors places on record their appreciation for the services rendered by Chaturvedi & Shah LLP, Chartered Accountants.

Accordingly, the Board of Directors based on recommendation of the Audit Committee proposed appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W/W100048) as Statutory Auditors of the Company in place of M/s. Chaturvedi & Shah LLP, Chartered Accountants. M/s. Haribhakti & Co. LLP, Chartered Accountants have vide their letter dated 24th June 2022, informed the Company that their appointment, if made, shall be in compliance with the provisions of Section 139, 141 and 144 of the Act and Companies (Audit and Auditors) Rules, 2014.

The Board recommends the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a term of five (5) years to hold the office from the conclusion of the 28th AGM till the conclusion of 33rd AGM to be held in the calendar year 2027.

Details as required under Regulation 36(5) of the SEBI Listing Regulations are as under:

- **Terms of appointment:**

  Five (5) years from the conclusion of the 28th AGM till the conclusion of 33rd AGM to be held in the calendar year 2027.

- **Proposed statutory audit fee payable to auditors and material change in fee payable**

  Up to ₹ 75 Lakhs (Rupees Seventy Five Lakhs Only) as statutory audit fees for the year ending 31 March 2023. The remuneration payable to the statutory auditors for the remaining tenure of the proposed appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. Apart from reduction in annual statutory audit fees there are no other material changes.

- **Basis of recommendation and auditor's credentials:**

  The recommendations are based on the fulfilment of the eligibility criteria prescribed under the Act.

  M/s. Haribhakti & Co. LLP [Firm Registration No. 103523W/W100048], ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The Audit Firm came in to beginning of 1954 and since then, has expanded to cover a wide array of services. It has registered office in Mumbai and has 6 branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients and has valid Peer Review Certificate.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

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

Item No. 4:

The Company at its 26th Annual General Meeting (AGM) held on 15 December 2020 had re-appointed Mr. Sunil Lulla as Executive Vice Chairman & Managing Director of the Company for a period of five years with effect from 28 September 2020 till 27 September 2025, by means of Special Resolution passed by the Members of the Company on the terms and conditions including payment of remuneration as mentioned therein.

On account of COVID-19 outbreak, the Company was unable to release its films in theatres due to total lockdown or operations of theatres with limited capacity. Owing to the above, it has adversely impacted the revenue and profitability of the Company during financial year 2021-22 and it is possible that the Company may also have inadequate profits in coming years.

As a result of the above, the remuneration paid to Mr. Sunil Lulla for the financial year 2021-22 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. Sunil Lulla is justified in terms of their key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 29 May 2022, subject to the approval of the Members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid / payable by the Company to Mr. Sunil Lulla and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the Members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid / payable to Mr. Sunil Lulla.

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

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Sunil Lulla and his relatives to the extent of their shareholding interest, if any are concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the accompanying Notice.

The Board recommends the Special Resolution as set out in Item No. 4 of the Notice for approval of the Members.

Item No. 5 and 6:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Your Company believes that equity-based compensation plans are an effective tool to reward the talents working with your Company and its holding, subsidiary and associate company(ies). With a view to motivate the key work force seeking their contribution to the corporate growth, create an employee ownership culture, attract new talents, and retain them for ensuring sustained growth, your Company intends to implement an employee stock Option plan namely 'Eros International Media Limited-Employees Stock Option Scheme ('EROS ESOS 2022' / 'Plan'), seeking to cover eligible employees of the Company, its holding company and its Subsidiary and Associates company(ies).

Accordingly, the Nomination and Remuneration Committee ('Committee') and the Board of Directors of the Company at their respective meetings held on 12 August 2022 had approved the introduction of EROS ESOS 2022, subject to the approval of Members.

In terms of Section 62(1)(b) of the Companies Act, 2013 ('the Act') and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India Share Based Employee Benefits and Sweat Equity Regulations, 2021 (SEBI SBEB and Sweat Equity Regulations), the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company and its Holding, Subsidiary and Associate company(ies), as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB and Sweat Equity Regulations. The main features of the EROS ESOS 2022 are as under:

a) Brief Description of the Plan:

Keeping in view the aforesaid objectives, the EROS ESOS 2022 contemplates grant of Options to the eligible employees of the Company and its Holding, Subsidiary and Associate company(ies), as may be determined in due compliance of SEBI SBEB and Sweat Equity Regulations and provisions of EROS ESOS 2022. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee shall act as Compensation Committee for the administration of EROS ESOS 2022. All questions of interpretation of the EROS ESOS 2022 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in EROS ESOS 2022.

b) Total number of Options to be granted:

The total number of Options to be granted under the EROS ESOS 2022 shall not exceed 1,50,00,000 (One Crore Fifty Lakh). Each Option when exercised would be converted in to one equity share of ₹ 10/- (Rupees Ten Only) each fully paid-up.

Vested option lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employee or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorised to re-grant such lapsed/ cancelled options as per the provisions of EROS ESOS 2022.

Further, SEBI SBEB and Sweat Equity Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the EROS ESOS 2022 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 1,50,00,000 (One Crore Fifty Lakh), shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the EROS ESOS 2022:

The following classes of employees ("Employees"), subject to their selection as per eligibility criteria, as may be decided by the Committee, shall be entitled to participate in the Scheme:

(i) an employee as designated by the Company working in India or outside India; or

(ii) a director of the Company, whether a whole time director or not but excluding an independent director; or

(iii) an employee, as defined under Sub-clauses (i) and (ii) above, of a subsidiary of the Company, in India or outside India, or of a holding company of the Company, or associate company of the Company.

but does not include—

(i) an employee who is a Promoter or persons belonging to the Promoter Group; or

(ii) a director who either by himself/herself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

d) Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest on expiry of the minimum period of 1 (One) year from the date of grant of Options.

The vesting dates in respect of the Options granted under the EROS ESOS 2022 shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB and Sweat Equity Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of 5 (five) years from the date of grant of options, as may be determined by the Committee.

f) Exercise price or pricing formula:

The exercise price shall be determined by the Committee at its sole discretion which shall not be less than the face value of the share and not greater than the market price of the share as on date of grant of such Option.

g) Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 5 (Five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period

h) Appraisal process for determining the eligibility of employees under the EROS ESOS 2022:

The appraisal process for determining the eligibility shall be based on designation, tenure of association with the Company, performance during previous years, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 1,50,00,000 (One Crore Fifty Lakh) which shall be convertible into equal number of Equity Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Board may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

j) Maximum quantum of benefits to be provided per employee under the EROS ESOS 2022:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options. Apart from grant of Options as stated above, no monetary benefits are contemplated under the EROS ESOS 2022.

k) Route for EROS ESOS 2022 implementation and administration:

The EROS ESOS 2022 shall be implemented and administered directly by the Company.

l) Source of acquisition of shares under EROS ESOS 2022:

The ESOS 2022 contemplates issue of fresh/ primary shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the present EROS ESOS 2022.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present EROS ESOS 2022.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB and Sweat Equity Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

q) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report.

Consent of the Members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SEBI SBEB and Sweat Equity Regulations.

A draft copy of the EROS ESOS 2022 is being uploaded on the Company's website for online inspection of the Members in the manner provided in the note no. 8 to this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives to the extent of their shareholding interest, if any, are concerned or interested, financially or otherwise, except to the extent they may be lawfully granted options under the EROS ESOS 2022, in the resolution set out at item No. 5 and 6 of the accompanying Notice.

The Board recommends the Special Resolution as set out in Item No. 5 and 6 of the Notice for approval of the Members.

Item No. 7:

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the Company's Policy on Related Party Transactions, effective 1 April 2022, provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company, in order to further its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with Eros Worldwide FZ LLC, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2022-23 to financial year 2024-25 is expected to exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 12 August 2022, on the recommendation of the Audit Committee, recommended for the approval of the Members, entering into material related party transactions with Eros Worldwide FZ LLC during the financial year 2022-23 to 2024-25, as set out in the Resolution. These transactions will be entered in the ordinary course of business and on arm's length basis.

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22 November 2021, are given hereunder:

Sr. No	Particulars	Details
1	Name of the Related Party	Eros Worldwide FZ LLC
2	Nature of Relationship with the Company	Enterprises are able to exercise significant influence
3	Type, material terms and particulars of the proposed transaction	Exploitation of Indian Films Rights and Indian Non Film Music Publish Rights of the Company outside India
4	Tenure of the proposed transaction	Recurring Transactions for a duration of three financial years commencing from financial year 2022-23 to financial year 2024-25
5	Value of the proposed Transaction	Not exceeding ₹ 300 crore in a financial year
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	80.43%
7	Justification as to why the related party transaction is in the interest of the Company	The Board of Directors of the Company at their meeting held on 13 February 2014 had renewed the Relationship Agreement dated 16 December 2009 entered by the Company with Eros Worldwide FZ LLC and Eros International Plc for assigning the Indian Film Rights and Indian Non Film Music Publish Rights (together termed as "Rights") acquired by the Company by engaging in production/co-production/acquisition of Films in India; to EWW with mark up as per transfer pricing study report for exploitation of the Rights outside India. The detailed terms and conditions as stated in the Relationship Agreement is available for inspection by the Members.

Sr. No	Particulars	Details
8	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
9	Any other information that may be relevant	All relevant information forms a part of this Explanatory statement setting out material facts

The above mentioned Related Party Transaction is in the ordinary course of business and on an arm's length basis.

The transaction shall also be reviewed/monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions', shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives to the extent of their shareholding interest, if any, are concerned or interested, financially or otherwise, in the resolution set out at item No. 7 of the accompanying Notice.

Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 7.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of the Notice for approval of the Members.

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

Vijay Thaker
Vice President- Company Secretary &
Compliance Officer

Date: 12 August 2022
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
DIN	07780146
Designation	Executive Director
Date of Birth	10 December 1970
Age	52 years
Date of First Appointment on the Board	14 August 2021
Qualifications	B.Sc., MBA
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 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
Directorships held in other companies (as on March 31, 2022)	• ErosNow Private Limited • India Chapter of International Advertising Association
Last remuneration drawn	₹ 3,00,00,000 (as Chief Executive Officer)
Remuneration to be paid	NIL
Memberships/ Chairmanships of Committees of other companies	NIL
Number of Board Meetings attended during FY 2021-22	One (1)
Relationship with other Directors, Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of shares held in the Company	NIL
Number of Stock Options	NIL

NOTES

EROS INTERNATIONAL MEDIA LIMITED
CIN: L99999MH1994PLC080502
201, Kailash Plaza, Opp. Laxmi Industrial Estate,
Off. Andheri Link Road, Andheri West,
Mumbai 400 053, Maharashtra (India).
Tel : + (91 22) 66021500, Fax : + (91 22) 66021540
Email : compliance.officer@erosintl.com
Websiite : www.erosmediaworld.com

Matushree Corporation : ✆ 9820729450