Business Responsibility Report

Introduction:

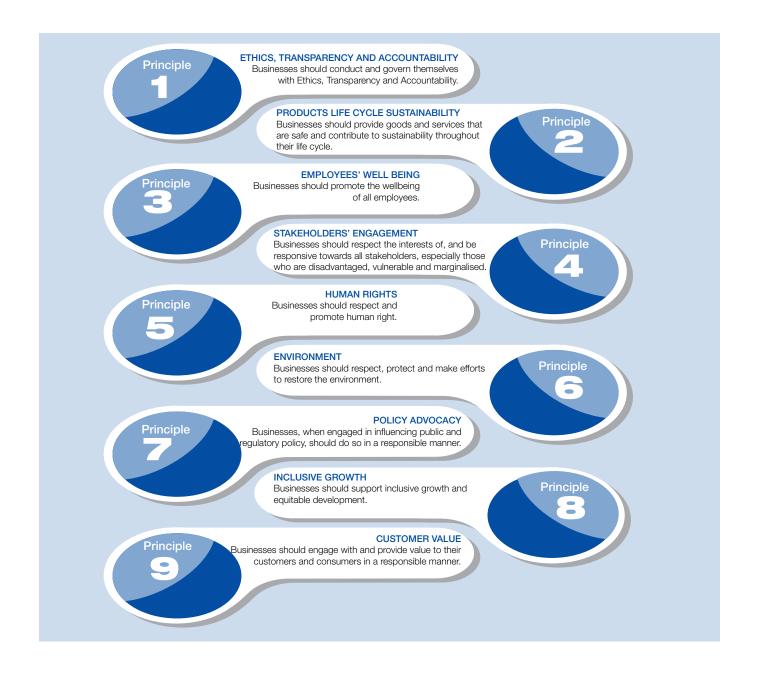
The Company is pleased to present its Second Business Responsibility Report for the Financial Year ended 31 March 2018 in conformance to the requirements of the clause (f) of sub-regulation (2) of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility Report for FY 2017-18 is aligned with the nine principles of the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business (NVG-SEE) notified by the Ministry of Corporate Affairs, Government of India.

This Report demonstrates the Company's commitment towards sustainability as a business imperative. The Company continuously aims to achieve long term value for its stakeholders by conducting its business in a socially responsible and ethical manner and engaging itself in deep social engagements.

The Company is engaged in creating content for consumers across varied subjects and geographies which enable the Company to deliver sustainable and attractive returns for its stakeholders. Entertainment industry is dynamic and the viewer preferences changes more rapidly. To keep up with the pace, the Company endeavours to align its business strategy and create value for all its stakeholders.

In pursuance of the Company's commitment to responsible business, the Company has aligned its policies and guidelines with the principles articulated under NVG-SEE notified by the Ministry of Corporate Affairs, Government of India.

The Business Responsibility Report is available at the website of the Company at www.erosintl.com.



Section A: General Information about the Company

- Corporate Identity Number (CIN) of the Company: L99999MH1994PLC080502
- 2. Name of the Company: Eros International Media Limited
- Registered Address: 201, Kailash Plaza Opp. Laxmi Industrial Estate, Off. Andheri Link Road, Andheri West, Mumbai - 400053, Maharashtra (India).
- 4. Website: www.erosintl.com
- 5. E-mail id: compliance.officer@erosintl.com
- **6. Financial Year Reported:** 1 April 2017 to 31 March 2018
- Sector(s) that the Company is engaged in (industrial activity code-wise): Media and Entertainment Industry

National Industrial Classification Code of Ministry of Statistics and Programme Implementation (NIC Code)	Description				
59131	The Company is mainly engaged in the business of Motion picture, video and television programme production, sound recording and music publishing activities.				

- 8. List three key products/services that the Company manufactures/provides (as in balance sheet): The Company is engaged in various activities like co-production, acquisition and distribution of Indian language films in multiple formats worldwide.
- Total number of locations where business activity is undertaken by the Company:
 - Number of International Locations: Company's international business operations are carried out by its group companies through their offices in International locations (including representative offices and/or distribution arrangement) and the major ones are UAE, United Kingdom, USA, Australia, Fiji etc.
 - Number of National Locations: Indian operations of the Company are carried out through its offices located at namely Mumbai, Delhi, Jalandhar, Bangalore, Kolkata, Patna, Chennai, Kochi etc.
- 10. Markets served by the Company local/state/national/ international: The Company being in the Media and Entertainment Industry engaged itself in serving the millions of national and international viewers through film releases in more than 50 countries.

Section B: Financial Details of the Company*

- **1. Paid-up capital (INR):** INR 94,97,18,770
- 2. Total turnover (INR): INR 70,766 (₹ in Lakhs)
- **3.** Total profit after taxes (INR): INR 7,701 (₹ in Lakhs)
- Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): Nil
- List of activities in which the Corporate Social Responsibility (CSR) expenditures have been incurred: Nil

Section C: Other Details

1. Subsidiary company/companies

As on 31 March 2018, the Company has 10 subsidiaries, as per details given in Annexure to Consolidated Financial Statements.

Participation of subsidiary company/companies in the BR Initiatives of the parent company

Business Responsibility initiatives of the parent company are not applicable to the subsidiary companies.

 Participation and percentage of participation of other entity/ entities (e.g. suppliers and distributors, among others) that the Company does business with, in the BR initiatives of the Company

None of the entity / entities with whom Company does business participates in the BR initiatives of the Company.

Section D: BR Information

- 1. Details of Director/Directors responsible for BR
- Details of the Director/Director responsible for the implementation of the BR policy/policies

All Corporate Policies including the Business Responsibility Policies of the Company are engrained in day-to-day business operations of the Company and are implemented by Management at all levels.

The responsibility for implementation of BR policies is ultimately shouldered on the Corporate Social Responsibility (CSR) Committee of the Board of Directors.

Members of the CSR Committee comprises of:

DIN	Name	Designation
07170411	Mr. Rakesh Sood	Non-Executive Independent Director
00243191	Mr. Sunil Arjan Lulla	Executive Vice Chairman & Managing Director
02303295	Mr. Kishore Arjan Lulla	Executive Director
02303283	Mrs. Jyoti Deshpande ^{\$}	Executive Director

[§] The designation of Mrs. Jyoti Deshpande has been changed from Executive Director to Non Executive Non Independent Director w.e.f. 1 April 2018.

b) Details of the BR Head

DIN Number	Not Applicable		
Name	Mr. Farokh P. Gandhi		
Designation	Chief Financial Officer		
Telephone Number	+91 22 66021500		
Email id	compliance.officer@erosintl.com		

^{*} As per Standalone Ind AS financials

2. Principle-wise (as per NVGs) BR Policy/Policies (Reply in Y/N)

a) Details of Compliance

SI. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policy/policies for:	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
2	Has the policy been formulated in consultation with relevant stakeholders?	Υ	Y	Υ	Υ	Υ	Υ	Υ	Υ	Y
3	Does the policy conform to any national /international standards? If yes, specify. (The policies are based on NVG-guidelines, in addition to conformance to the spirit of international standards like ISO 9000, ISO 14000, OHSAS 18000, UNGC guidelines and ILO principles)	laws and are in line with the international standards.			plicable					
4	Has the policy been approved by the Board? If yes, has it been signed by the MD/owner/CEO /appropriate Board Director?	Υ	Y	Y	Υ	Υ	Υ	Υ	Y	Y
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	The implementation and adherence of the Business Responsibility Policy is assigned to the Corporate Social Responsibility (CSR) Committee. Please refer to the Corporate Governance report forming part of the Annual Report, for terms of reference of CSR Committee.								
6	Indicate the link to view the policy online?	Please refer below for linkages of these policies with BR principles and for web links					inciples			
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, the policies have been communicated to the internal and external stakeholders.					nal and			
8	Does the Company have in-house structure to implement its policy/policies?	All Corporate Policies are engrained in all day-to-day business operations of the Company and are implemented at all management levels. The overall implementation of BR policies of the Company is done through the various Committee under the guidance of senior management.								
9		The Company has a formal grievance redressal mechanism to address stakeholders concerns. Any grievance can be reported on compliance.officer@erosintl.com . The BR head would be responsible for addressing the concerns related to BR principles.			eported ould be					
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Policie	s are ev	aluated	l regular	ly by se	nior ma	ınageme	ent.	

Linkage of Business Responsibility Policy

National Voluntary Guidelines (NVG) on Social, Environmental & Economic Responsibilities

Principle No.	NVG Principle	Reference Document	
1	themselves with Ethics, Transparency and	Code of Business Conduct and Ethics for Directors, Key Managerial Personnand Senior Management Personnel	
		EROS Code of Conduct for Employees	
		Whistle Blower Policy	
		Vendor Code of Conduct	
		Corporate Governance Policy	
		Policy on Anti-Bribery and Corruption	
2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	Vendor Code of Conduct	

3	Businesses should promote the well being of	Board Diversity Policy
	all employees	Policy on equal work opportunities
		Vendor code of Conduct
		Policy on exit and termination
		Policy on leave
		Policy on Performance Appraisal
		Policy on Reimbursement
		Policy on Safety & Occupational Health
		Policy on Training & Development
		Policy on Sexual Harassment
		Policy on work place security
4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised	Code for Independent Directors
		Code of Business Conduct and Ethics for Directors, Key Managerial Personnel & Senior Management Personnel
		Corporate Social Responsibility Policy
5	Businesses should respect and promote human rights	Vendor Code of Conduct
6		Corporate Social Responsibility Policy
	efforts to restore the environment	Vendor Code of Conduct
7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	Code of Business Conduct and Ethics for Directors, Key Managerial Personne and Senior Management Personnel
8	Businesses should support inclusive growth and equitable development	Corporate Social Responsibility Policy
		Code of Business Conduct and Ethics for Directors, Key Managerial Personnel and Senior Management Personnel
9	Businesses should engage with and provide value to their customers and consumers in a responsible manner	Code of Business Conduct and Ethics for Directors, Key Managerial Personnel and Senior Management Personnel

Links

Code of Business Conduct and Ethics for Directors, Key Managerial Personnel and Senior Management Personnel

http://www.erosintl.com/wp-content/uploads/2017/02/Code-of-Business-Conduct-and-Ethics.pdf

Code for Independent Directors

http://www.erosintl.com/wp-content/uploads/2018/04/Code-of-Conduct-for-Independent-Directors.pdf

Whistle Blower Policy

http://www.erosintl.com/wp-content/uploads/2016/10/Whistle-Blower-Policy (Vigil%20Mechanism).pdf

Vendor Code of Conduct

http://www.erosintl.com/wp-content/uploads/2018/03/Vendor-Code-of-Conduct-1.pdf

Corporate Social Responsibility

http://www.erosintl.com/wp-content/uploads/2018/04/Corporate-Social-Responsibility-Policy-1.pdf

The below mentioned policies are available on the internal portal of the Company at www.erosintl.com:

- Corporate Governance Policy
- Policy on Anti-Bribery and Corruption
- Board Diversity Policy
- Policy on equal work opportunities
- Policy on exit and termination

- Policy on leave
- Policy on Performance Appraisal
- Policy on Reimbursement
- Policy on Safety & Occupational Health
- Policy on Training & Development
- · Policy on Sexual Harassment
- Policy on work place security
- Eros Code of Conduct for Employees
- b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:

Not Applicable

3. Governance related to BR

Frequency with which the Board of Directors, Committee of the Board or CEO meet to assess the Company's BR performance

The assessment of BR performance is done on an ongoing basis by the CSR Committee and Board of Directors of the Company.

BR and Sustainability Reports published; frequency and link of published reports

The Company has started publishing BR report from financial year 2016-17 on a yearly basis pursuant to Regulation 34(2) (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The BR report is published annually and shall be available on our website at www.erosintl.com.

Section E: Principle-wise Performance

Principle 1 ETHICS, TRANSPARENCY AND ACCOUNTABILITY

 Does the policy relating to ethics, bribery and corruption apply only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?

The Company considers Corporate Governance as an integral part of management. The Company has a Code of Business Conduct and Ethics that is approved by the Board of Directors and this code is applicable to all Board Members and Senior Management. The code is available on the Company's website at www.erosintl.com.

Additionally, to promote highest standards of professionalism, honesty, integrity and ethical behavior, the Company has various policies like Whistle Blower policy, Vendor Code of Conduct, Policy on Anti-Bribery and Corruption in place. The Company follows Zero tolerance on acts of bribery, corruption etc. during the dealing with the vendors, suppliers, contractors, external stakeholders, NGO's etc.

The glimpses of our policies are as follows;

 Code of Business Conduct and Ethics for Directors, Key Managerial Personnel & Senior Management Personnel:-

The policy is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability.

• Employee Code of Conduct:-

The policy details the standards of personal and professional behaviour of employees and maintain a healthy work environment.

. Whistle blower Policy:-

The policy enables the employees and stakeholders of the Company to report to the management about any instances of unethical behaviour.

Vendor Code of Conduct:-

The policy details the high ethical standard to be followed by all its Vendors while conducting any business activities with or on our behalf of the Company.

· Policy on anti-bribery and corruption:-

The policy describes the zero tolerance on any acts of bribery, corruption etc. by any of the stakeholders during the dealings with the Company.

The Company's philosophy on Corporate Governance is built on a rich legacy of fair, transparent and effective governance. To ensure that the principle of ethics, transparency and accountability translates into consistent practice, the above policies along with the board committees serve as enablers for high standards of business conduct.

How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Eros has established structured mechanisms to address concerns of stakeholders and communicate their expectations which are dealt by the Audit Committee. During the reporting period, we have not received any complaints/ grievances from our stakeholders regarding unethical business practices.

Principle 2 PRODUCTS LIFE CYCLE SUSTAINABILITY

 List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities:

Eros is a leading global company which co-produces, acquires and distributes Indian language films in multiple formats. The Company

meticulously follows applicable regulations and guidelines issued by Central Board of Film certification, Ministry of Information and Broadcasting etc. Additionally, the Company also publishes disclaimers to address social and environmental issues as part of the film screenings.

For each such product, provide the following details in respect of resource use (energy, water, raw materials etc.) per product (optional):

The business operation of the Company is of providing service, with minimal control over the procedures and practices followed during the film shootings. However, the continuous efforts are being made by the Company and its employees to ensure that there is an optimum utilization of the available resources (like water, energy etc.) with minimum or no wastages at all.

Does the Company have procedures in place for sustainable sourcing (including transportation). If yes, what percentage of your inputs was sourced sustainably?

The Company maintains a healthy relationship with its content providers, vendors and other suppliers and the business policies of the Company include them in its growth. The sustainability agenda is extended to the suppliers/ vendors through the Vendor Code of Conduct. The Vendor Code of Conduct ensures conformity with the safe working conditions along with prohibition of child labour, forced labour and abiding human rights principles in the supply chain operations. The compliance with the Vendor Code of Conduct is mandatory for conducting business operations with Eros International

4. Has Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors

The Company operates in the area of commercial hub and source its services from local vendors and producers which contributes to the growth of business operations.

 Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste. (Separately as <5%, 5-10 %, > 10%). Also, provide details thereof, in about 50 words or so.

The business operations of the Company is to provide service, hence it does not discharge any effluents or waste. However, the Company has established various measures to diminish waste generated on day to day basis, some of them include reducing paper waste, water waste, plastic waste, etc.

E-waste is one of the fastest growing waste segments globally. At Eros, we endeavor to mainstream sound e-waste management across our operations. During the year, the Company disposed off e-waste under the guidelines for environmentally sound management of e-waste by Central Pollution Control Board and Maharashtra Pollution Control Board. Also, the Corporate office of the Company is located in a green building which on its own has incorporated various sustainability measures.

EMPLOYEES' WELL-BEING

Please indicate the total number of employees:

The total number of employees are 285 as on 31 March 2018.

Please indicate the total number of employees hired on temporary/contractual/casual basis:

The total number of employees hired on contractual basis are 24 as on 31 March 2018.

3. Please indicate the number of permanent women employees:

The total number of women employees are 53 as on 31 March 2018.

Please indicate number of permanent employee with disabilities:

Eros has always advocated a business environment that favours the concept of equal opportunity for all without any discrimination with respect to caste, creed, gender, race, religion, disability or sexual orientation. As on 31 March 2018, there is one disable employee recruited by Eros.

Do you have employee association that is recognized by management:

No employee association exists

What percentage of your permanent employees are members of this recognized employee association.

NA

 Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.

No cases of child labour, forced labour, involuntary labour, discriminatory employment and sexual harassment were reported in the last financial year. The Company has in place the Prevention of Sexual Harassment (POSH) Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, which ensures a free and fair enquiry process with clear timelines. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. Further, the Company has an Internal Complaints Committee where employees can register their complaints against sexual harassment.

8. What percentage of your above mentioned employees were given safety and skill up-gradation training in the last year?

Training and development of people is given high importance in Eros. The Company sponsors its employees to attend training sessions organized by external professional bodies to facilitate upgradation of skills of employees handling relevant functions. The Company periodically performs safety trainings as well as mock drills on fire and safety within the organisation for all the employees.

Principle 4 STAKEHOLDER'S ENGAGEMENT

1. Has the Company mapped its internal and external shareholders?

The Company has mapped in its major internal and external stakeholders. The major/key categories include (i) Central and State Governments/regulatory authorities, viz. the Ministry of Information & Broadcasting, the Department of Telecommunication, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India, Foreign Investment Promotion Board, Stock Exchanges and Depositories, Producers, Vendors, Financial Institutions, Banks, Investors and Service Providers.

However, the process of mapping of stakeholder is an ongoing effort of updation on regular basis.

Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

Yes.

Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof

While developing the CSR strategy, the Company has ensured that all communities shall be benefited from our CSR activities, with special focus on group that are socially and economically marginalized.

The Company created awareness for the blood donation amongst its employees and organised blood donation camp in collaboration with Think Foundation, NGO. The donated blood aided transfusions to people affected by thalassemia, an inherited autosomal recessive blood disorder that causes the weakening and destruction of red blood cells.

Principle 5 HUMAN RIGHTS

 Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/ NGOs/Others?

Eros believes that an organization rests on foundation of business ethics and valuing human rights, Eros adheres to all statutes which embodies the principles of human rights such as women empowerment, anti-sexual harassment etc. Eros promotes awareness to the importance of human rights within its value chain and discourage instance of any abuse, innocuous behavior within the organization and its applicable to all the stakeholders.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?

There were no complaints reported on violation of any human rights during the financial year 2017-18.

Principle 6 ENVIRONMENT

 Does the policy related to principle 6 cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/ NGOs/ Others?

Nurturing and safeguarding the environment for long term sustainability is of prime importance. The Company, has undertaken several green initiatives at all its office locations during the year. Further, the Company's vendors and suppliers are required to comply with the Health Safety and Environment (HSE) requirements as stated in the Vendor Code of Conduct policy. The policy promotes sustainable usage of resources such as energy and water and considers environment as integral part of production/distribution activities.

 Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage

Currently, the Company does not have any strategies/initiatives to address environmental issues. Eros constantly endeavors to reduce its impact on the environment and identify ways to optimize resource consumption. To ensure the minimum impacts, it has undertaken initiatives like reduction of paper usage, distribution of films using digitisation methods etc.

The Company have its Corporate office in green building which has incorporated various sustainability measures right from the conceptual stage. It has received Gold certification under LEED India Core & Shell rating system. Eros tries to integrate sustainable measures in the day-to-day operations by reduction of paper usage, maintenance of data and records in electronically, reduction in usage of plastic bottles for drinking purpose etc.

3. Does the company identify and assess potential environmental risks? Y/N

The Company, being a service provider, is not involved in any manufacturing activity, thereby limiting the scope of handling the environmental risks of any kind. However, the Company is committed to safety and protecting the environment in which it operates.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

As the Company is not involved in any manufacturing activity, no specific project related to Clean Development Mechanism has been undertaken by it.

 Has Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy etc? Y/N. If yes, please give hyperlink to web page etc.

No, the Company is a service provider and is not involved in any manufacturing activities.

6. Are the Emissions/Waste generated by the Company within permissible limits given by CPCB/SPCB for the financial year being reported?

Not Applicable.

 Number of show cause/legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as of end of financial year.

There are no pending or unresolved show cause/ legal notices from CPCB/ SPCB in FY 2017-18.

Principle 7 POLICY ADVOCACY

 Is your Company a member of any trade and chambers or association? If yes, name only those major ones that your business deals with.

In order to drive advocacy globally, the Company has been part of governance bodies of national and international organizations. The Company actively partners with industry associations and forums like:

- The Indian Motion Picture Distributors Association
- Motion Pictures Association
- Central Circuit Cine Association
- The Telangana Film Chamber of Commerce
- Eastern India Motion Pictures Association
- Nepal Motion Picture Association
- The Chennai Kancheepuram Thiruvallur Districts Film Distributors Association
- B50 and Orrisa film distributors syndicate.
- Have you advocated/lobbied through above associations for advancement or improvement of public good? Yes/No; If yes, specify the broad areas

No.

Principle 8 INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

 Does the Company have specified programmes/initiatives/ projects in pursuit of the policy related to Principle 8?

Eros, as a responsible corporate citizen, promotes sustainable and inclusive development. Continuing to this path, Eros is committed to integrate sustainability impact on society through its CSR initiatives.

The Company undertakes these initiatives through the CSR committee of the Board as per the CSR policy.

 Are the programmes/projects undertaken through in-house team/own foundation external NGO/government structures/ any other organisation?

The Company generally undertakes CSR projects through various implementing agencies such as NGO, non-profit organizations etc. Requisite detail of entity through whom CSR initiatives are proposed to be undertaken are included in the Annual Report on CSR forming part of this Annual Report.

3. Have you done any impact assessment of your initiative?

The progress of the CSR initiative is periodically reviewed by the CSR Committee.

4. What is Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

For the FY 2017-18, the Company has spent INR Nil on community development initiatives.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?

Eros conducts consistent engagement and interaction with the CSR initiatives implementing agencies to ensure that the initiatives are successfully implemented and address specific needs of the community.

Principle 9 CUSTOMER VALUE

 What percentage of customer complaints/ consumer cases are pending as on the end of financial year?

There are no material consumer cases / customer complaints received in FY 2017-18.

Does the Company display product information on the product label, over and above what is mandated as per local laws?

Yes. The Company clearly communicates the requirements/disclaimers as mandated by the regulatory bodies.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and or anti-competitive behavior during the last five years and pending as of end of financial year?

There were no cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and or anti-competitive behavior during the last five years.

4. Did your Company carry out any consumer survey/consumer satisfaction trends?

The Company develops a more collaborative relationship with the consumers and places them at the center of the innovation cycle. Through continuous engagement, Eros tries to generate real value by which it can improve its services. It contributes towards customers and the broader community by opening up more choices in media and entertainment and bring people the content they value and trust. The Company focuses on educating customers and informing them through the various film content.