



EROS INTERNATIONAL MEDIA LIMITED

Policy Name	Vendor Code of Conduct
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Policy Owner	Designation: Chief Financial Officer

Vendor Code of Conduct

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1. Preamble

Eros International Media Limited and its subsidiaries and affiliates (collectively, “Eros International”) is committed to comply with all the applicable laws and regulations of the countries and regions in which we operate and to conduct our business activities in an honest and ethical manner. Eros International requires each of its Vendors (as defined below) to comply with all of the principles in this Vendor Code of Conduct (“Code”). In addition, Vendors are required to comply with all applicable laws and regulations. Where local laws conflict with this Code, Vendor shall comply with the more restrictive one.

This Code outlines Eros International’s expectations, standards and requirements for Vendor conduct pertaining to the protection of human rights, promotion of health, safety and safe working conditions, and responsible management practices pertaining to environmental protection issues and high ethical standards.

Compliance by a Vendor with this Code is a condition of doing business with Eros International. For purposes of this Code, “Vendor” shall mean a vendor or supplier, and all of its subsidiaries and affiliates, including all Employees employed or engaged by any of the foregoing, who produces films/distribution activities, and/or services for use by Eros International.

For purposes of this Code, “Employees” shall mean all employees including temporary, migrant, student, contract, direct employees, agent, contractor, subcontractor and other personnel of the Vendors, associated with Eros International.

2. Policy Objectives

Vendors are independent entities from Eros International. However, the while conducting business, the practices and actions of Vendors and their representatives with or on behalf of Eros International, may significantly impact and reflect upon our Company. Due to this, Eros International expects all its Vendors to follow high ethical standards as set forth in this Code, while conducting any business activities with or on our behalf of the Company.

Vendors should bring to the attention of Eros International, any event/situation that causes the vendors to operate in a way that may be in conflict with this Code. Vendors are

requested for removal of any vendor or representative who behaves in a manner that is considered to be inconsistent with this Code.

3. **Policy**

a. **Human Rights**

Eros International believes that all Employees deserves a fair and ethical workplace environment and must be treated with the utmost dignity and respect. Accordingly, Vendor must treat its Employees with dignity and respect at all times and Vendor shall (a) uphold the highest standards of human rights, (b) provide a mechanism for reporting human rights violations and (c) where it is allowed by law, have a system that allows its Employees to anonymously report concerns. Vendor shall ensure that the third-party recruitment agencies it uses are in compliance with the applicable provisions of law and this Code.

b. **Anti-Discrimination; Legal Right to Work**

Vendor shall not discriminate against any of its Employees on the basis of race, age, disability, ethnicity, gender, pregnancy, marital status, parental status, social status, national origin, political or union affiliation, religion, sexual orientation in hiring and other employment practices or any other characteristic protected by local law, as applicable.

c. **Anti-Harassment and Abuse**

Vendor shall commit to provide a workplace free of physical, psychological, sexual or verbal abuse or other unlawful harassment. Threats or other forms of intimidation are prohibited.

Employees should be treated with respect and dignity and should not be subjected to any form of physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation.

d. **Compensation and Working Hours**

Vendors shall comply with applicable wage and labor laws and regulations governing Employee compensation and working hours. Employees with same qualifications, skills, experience and performance shall receive equal pay for equal work in accordance with applicable labour laws.

e. **Forced Labor**

Vendor shall ensure that all work is voluntary. All forms of forced and bonded labour are prohibited including compulsory overtime. Employees should be able to voluntarily end their employment without any restrictions. Any restrictions on Employees to voluntarily end their employment, such as excessive notice periods or substantial fines for terminating their employment contracts, are prohibited.

f. **Child Labor**

Employment of children in any form is strictly prohibited. Vendor shall employ only those employees, who meet the minimum age criterion of 14 years or legal minimum age for working in any specific country, whichever is greater. Further, Employees below 18 years of age should not be employed in hazardous conditions. All applicable laws relating to child labour including employment, wages, working hours, overtime and working conditions shall be complied with.

g. **Discrimination**

Employees should not be subjected to discrimination in employment, including hiring, compensation, promotion or discipline, on the basis of gender, race, religion, caste, age, disability, sexual orientation, pregnancy, marital status, nationality, political opinion, trade union affiliation, social or ethnic origin or other status protected by law.

h. Wages & Benefits

Employees should be paid in a timely manner and at a rate not less than the minimum wage as required by State & Regional laws. Employees should also be provided with legally-mandated benefits, including holidays and leaves, and statutory compensations at the time of ending employment.

i. Working Hours

The duration of working hours including overtime shall not exceed 60 hours per week. Suppliers should comply with applicable laws governing regular working hours and overtime hours. All overtime hours are voluntary and should be compensated as per legal requirements. Employees should be provided with at least 24 consecutive hours of rest in every 7 day periods.

j. Health & Safety

Employees should be provided with safe and healthy working conditions including first aid, fire safety, emergency evacuation and other basic requirements such as canteen / dining area, drinking water, sanitation etc.

k. Environment

Environmental initiatives are considered an integral part of responsible production/distribution activities. Reasonable measures should be taken to avoid any adverse impact on human health and/or the environment by avoiding or minimising pollution from manufacturing activities, and promoting sustainable use of such resources as energy and water.

l. Compliance with Local Law

Vendors shall comply with all local and national laws and regulations of the jurisdictions in which the suppliers are doing business as well as the practices of their industry. Vendors

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shall further work with other sub suppliers who are committed to meeting required standards as per local & national laws.

m. Business Integrity, Anti Bribery

Business must be carried out with a high degree of ethics, honesty and fair dealings and does not engage in threats, bribery or corrupt practices. The offering, paying, soliciting or accepting of bribes or kick-backs, including facilitation payments, is strictly prohibited.

n. Use of Physical and Intellectual property assets of the Company

Vendors shall comply with the intellectual property ownership rights of Eros International and others including but not limited to patents, trademarks, and trade secrets and use software, hardware and content only in accordance with their associated license or terms of use;

Vendors shall protect and responsibly use the physical and intellectual property of Eros International and use such assets only when authorized by Eros International to do so. Vendors shall use Eros International's provided information technology and systems primarily for Eros International business related purposes only.

Eros International's policy prohibits vendors from using Eros International-provided assets, technology or systems to create, access, store, print, solicit, or send any material that is harassing, discriminating, abusive, threatening violence or similarly inappropriate or unlawful;

o. Avoid Insider Trading

Avoid insider trading by buying or selling shares of Eros International when in possession of information about Eros International that is not available to the investing public and that could influence an investor's decision to buy or sell stock; and

p. Maintenance of Records

Vendors shall create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements.

8. Reporting Concerns /Request an assistance

If a vendor has a question about a particular situation, or needs to report a problem or concern, they are encouraged to work with their primary contact in Eros International and resolve a business practice or compliance concern.

Eros International recognizes, however, that there may be times when this is not possible or appropriate. In such instances, a vendor can email its concern to codesandethics@erosintl.com or may call on +912266021601

Eros International does not tolerate retaliation against another person. No one who reports any suspected legal or policy violation in good faith will be subject to retaliation for making such a report. Good faith means that the individual coming forward with all of the information believes he or she is giving a sincere, truthful, and a complete report.
