



January 10, 2020

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

The Listing Manager  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No – C Block, G Block, Bandra Kurla Complex  
Mumbai 400 051  
**Scrip Code: EROSMEDIA**

**Sub: Submission of Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

In terms of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for quarter ended December 31, 2019.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

for **Eros International Media Limited**



**Vijay Thaker**  
**VP - Company Secretary & Compliance Officer**

***Encl: Compliance Report on Corporate Governance***

**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.erosplc.com  
Regd. Office: 201, 2nd Floor, Kailash Plaza, Plot No. A-12, Off New Link Road, Andheri (W), Mumbai - 400053.  
CIN No. L99999MH1994PLC080502

**Quarterly Report on Corporate Governance as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity: **Eros International Media Limited**
2. Quarter Ending: **December 31, 2019**

**I. Composition of Board of Directors**

Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment in the current term/ cessation	Date of Re-appointment	Tenure (in months)	Date of Birth	No. of Directorship in Listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Dhirendra Swarup	PAN - AAYPS1878A DIN - 02878434	Chairperson Non – Executive Independent	10-02-2010	25-09-2019	3	05-12-1944	1	1	3	0
Mr.	Sunil Arjan Lulla	PAN - AAAPL4639E DIN- 00243191	Executive	19-08-1994	28-09-2015	--	29-06-1964	1	1	2	0
Mr.	Rakesh Sood	PAN - AAKPS1853P DIN – 07170411	Non – Executive Independent	01-05-2015	01-05-2015	52	05-02-1953	1	1	3	0
Mr.	Kishore Arjan Lulla	PAN - ACWPL3304Q DIN – 02303295	Executive	28-09-2009	01-11-2017	--	04-09-1961	1	1	0	0
Mr.	Lakshminarayanan Subramaniam	PAN - AAMPS1127N DIN – 07972480	Non – Executive Independent	14-11-2017	14-11-2017	15	19-05-1942	1	1	1	1
Mr.	Sunil Srivastav	PAN - AMOPS9996H DIN - 00237561	Non – Executive Independent	23-05-2018	23-05-2018	15	21-03-1958	4	4	2	1
Ms.	Bindu Saxena	PAN - AAUPS9133Q DIN - 00167802	Non – Executive Independent	26-09-2019	26-09-2019	3	20-05-1958	3	3	1	0



## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non - Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	1. Mr. Lakshminarayanan Subramaniam	Chairperson – Non – Executive Independent Director	14-11-2017	-
		2. Mr. Dhirendra Swarup	Non - Executive Independent Director	10-02-2010	-
		3. Mr. Rakesh Sood	Non - Executive Independent Director	01-05-2015	-
		4. Mr. Sunil Srivastav	Non - Executive Independent Director	26-10-2018	-
		5. Mr. Sunil Arjan Lulla	Executive Director	27-05-2011	-
Nomination & Remuneration Committee	Yes	1. Mr. Rakesh Sood	Chairperson – Non - Executive Independent Director	01-05-2015	-
		2. Mr. Dhirendra Swarup	Non - Executive Independent Director	10-02-2010	-
		3. Mr. Lakshminarayanan Subramaniam	Non - Executive Independent Director	14-11-2017	-
Risk Management Committee	Not Applicable	Not Applicable	Not Applicable		
Stakeholders Relationship Committee	Yes	1. Mr. Sunil Srivastav	Chairperson - Non - Executive Independent Director	26-10-2018	-
		2. Mr. Dhirendra Swarup	Non - Executive Independent Director	10-02-2010	-
		3. Mr. Rakesh Sood	Non - Executive Independent Director	01-05-2015	-
		4. Mr. Sunil Arjan Lulla	Executive Director	27-05-2011	-



### EROS INTERNATIONAL MEDIA LIMITED

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III. Meeting of Board of Directors					
Date(s) of Meeting, if any in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
August 12, 2019	November 11, 2019	Yes	6	5	90 days
IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive in number of days
<b>Audit Committee</b>					
November 11, 2019	Yes, Required Quorum was present	5	4	August 12, 2019	90 days
V. Related Party Transactions					
Subject					Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained					Yes
Whether shareholder approval obtained for material RPT					Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee					Yes

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## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (Not Applicable)
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This Report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here: None

for Eros International Media Limited

*Vijay Thaker*



**Vijay Thaker**  
VP - Company Secretary & Compliance Officer

Date: January 10, 2020



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