



July 10, 2019

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 June 30, 2019.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

for **Eros International Media Limited**

A handwritten signature in blue ink, appearing to read "Abhishekh Kanoi", is written over a circular blue stamp.



**Abhishekh Kanoi**  
**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: **June 30, 2019**

I. Composition of Board of Directors								
Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of 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	Chairperson Non – Executive Independent	September 25, 2014	4 years 9 Months	1	3	1
		DIN - 02878434						
Mr.	Sunil Arjan Lulla	PAN – AAAPL4639E	Executive	September 28, 2015	--	1	2	0
		DIN- 00243191						
Mr.	Rakesh Sood	PAN – AAKPS1853P	Non- Executive- Independent	September 3, 2015	3 years 9 Months	1	3	0
		DIN - 07170411						
Mr.	Kishore Arjan Lulla	PAN – ACWPL3304Q	Executive	November 1, 2017	--	1	0	0
		DIN - 02303295						
Mr.	Lakshminarayan Subramaniam	PAN – AAMPS1127N	Non- Executive- Independent	September 27, 2018	9 Months	1	1	1
		DIN - 07972480						
Mr.	Sunil Srivastav	PAN – AMOPS9996H	Non- Executive- Independent	September 27, 2018	9 Months	3	2	1
		DIN - 00237561						
Mrs.	*Jyoti Deshpande	PAN – ATQPD4524P	Non- Executive Non- Independent	September 27, 2018	--	4	0	0
		DIN - 02303283						

\* Mrs. Jyoti Deshpande has resigned from the Board and its Committees with effect from June 28 2019.





## II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non – Executive / Independent / Nominee)
1. Audit Committee	1. Mr. Lakshminarayanan Subramaniam	Chairperson – Non – Executive Independent Director
	2. Mr. Dharendra Swarup	Non - Executive Independent Director
	3. Mr. Rakesh Sood	Non - Executive Independent Director
	4. Mr. Sunil Srivastav	Non - Executive Independent Director
	5. Mr. Sunil Arjan Lulla	Executive Director
2. Nomination & Remuneration Committee	1. Mr. Rakesh Sood	Chairperson – Non – Executive Independent Director
	2. Mr. Dharendra Swarup	Non - Executive Independent Director
	3. Mr. Lakshminarayanan Subramaniam	Non - Executive Independent Director
3. Risk Management Committee	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	1. Mr. Sunil Srivastav	Chairperson - Non - Executive Independent Director
	2. Mr. Dharendra Swarup	Non - Executive Independent Director
	3. Mr. Rakesh Sood	Non - Executive Independent Director
	4. Mr. Sunil Arjan Lulla	Executive Director
<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting, if any in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
February 7, 2019	May 23, 2019	104 days



### 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



**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee</b>			
May 23, 2019	Yes, Required Quorum was present	February 7, 2019	104 days

**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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



**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



#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Except for appointment of Woman Director due to resignation of Mrs. Jyoti Deshpande w.e.f. June 28, 2019.
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**



**Abhishek Kanoi**  
VP - Company Secretary & Compliance Officer

Date: July 10, 2019

#### 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