



May 15, 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, 5th 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 March 31, 2020.

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 "Vijay Thaker".



Vijay Thaker
VP - Company Secretary & Compliance Officer

Encl: Compliance Report on Corporate Governance

EROS INTERNATIONAL MEDIA LIMITED

Corporate Office: 901/902, 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.erosintl.com
Regd. Office: Kailash Plaza, 2nd Floor, Plot No. 12, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.
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: **March 31, 2020**

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	6	05-12-1944	1	1	3	1
Mr.	Sunil Arjan Lulla	PAN - AAAPL4639E DIN -00243191	Executive	19-08-1994	28-09-2015	--	29-06-1964	1	0	2	0
Mr.	Rakesh Sood	PAN - AAKPS1853P DIN - 07170411	Non – Executive Independent	01-05-2015	01-05-2015	55	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	0	0	0
Mr.	Lakshminarayanan Subramaniam	PAN - AAMPS1127N DIN - 07972480	Non – Executive Independent	14-11-2017	14-11-2017	18	19-05-1942	1	1	1	1
Mr.	Sunil Srivastav	PAN - AMOPS9996H DIN - 00237561	Non – Executive Independent	23-05-2018	23-05-2018	18	21-03-1958	5	5	3	2
Ms.	Bindu Saxena	PAN - AAUPS9133Q DIN - 00167802	Non – Executive Independent	26-09-2019	26-09-2019	6	20-05-1958	3	3	1	0

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to MD or CEO - No





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	-
		1. Mr. Rakesh Sood	Non - Executive Independent Director	01-05-2015	-
		2. 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	-

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)
November 11, 2019	February 10, 2020	Yes	6	5	90 days



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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
Audit Committee					
February 10, 2020	Yes, Required Quorum was present	5	4	November 11, 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

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - ~~Risk Management Committee~~ (Not Applicable)
- The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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: May 15, 2020

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Annexure II

Report on Corporate Governance as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2020

I. Disclosure on Website in terms of Listing Regulations	
Item	Compliance Status (Yes/No/NA)
Details of Business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various Committees of Board of Directors	Yes
Code of Conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes
Criteria of making payments to Non-Executive Directors	NA
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'Material' Subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Email address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA ¹
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
New name and the old name of the listed entity	NA
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes



¹Eros International Media Limited, being the part of Media and Entertainment Industry, enter into various media agreements with film producers, directors, distributors etc. from time to time, in usual course of businesses. None of the contracts/agreements/MOUs or similar instruments entered into by the Company with media companies and /or their associates have any back to back arrangements for the purpose of advertising, publicity, etc.

As on date, none of the agreements/contracts entered into by the Company with various media companies have any impact of they becoming the shareholders of the Company.

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Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
As per other regulations of the LODR:	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
<i>It is certified that these contents on the website of the listed entity are correct.</i>	

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'Eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes ²
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes

²Will be complied on annual basis by making necessary disclosures in each year's Annual Report.

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Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

III. Affirmations:

The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of the Company have been complied.

for **Eros International Media Limited**

Vijay Thaker
VP- Company Secretary & Compliance Officer



May 15, 2020

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