



April 14, 2021

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 March 31, 2021.

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: 9<sup>th</sup> Floor, Supreme Chambers, Off Veera Desai Road, Andheri (W), Mumbai – 400053.  
Tel.: +91-22-6602 1500 Fax: +91-22-6602 1540 E-mail: eros@erosintl.com Website: www.erosstx.com  
Regd Off: 201, 2<sup>nd</sup> 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: **March 31, 2021**

**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	Chairperson Non – Executive Independent	10-02-2010	25-09-2019	18	05-12-1944	1	1	2	1
		DIN – 02878434									
Mr.	Sunil Arjan Lulla	PAN - AAAPL4639E	Executive	19-08-1994	28-09-2020	--	29-06-1964	1	0	2	0
		DIN-00243191									
Mr.	Kishore Arjan Lulla	PAN - ACWPL3304Q	Executive	28-09-2009	15-12-2020	--	04-09-1961	1	0	0	0
		DIN – 02303295									
Mr.	Sunil Srivastav	PAN - AMOPS9996H	Non – Executive Independent	23-05-2018	23-05-2018	30	21-03-1958	5	5	3	1
		DIN - 00237561									
Ms.	Bindu Saxena	PAN - AAUPS9133Q	Non – Executive Independent	26-09-2019	26-09-2019	18	20-05-1958	3	3	2	0
		DIN - 00167802									
Mr.	Farokh P. Gandhi	PAN – AABPG9268P	Executive	09-11-2020	09-11-2020	--	30-06-1969	1	0	0	0
		DIN – 03112612									



*Viraj*

Whether Regular Chairperson appointed - Yes  
Whether Chairperson is related to MD or CEO - No

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category</b> (Chairperson / Executive / Non – Executive / Independent / Nominee)	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Audit Committee	Yes	1. Mr. Dharendra Swarup	Chairperson – Non – Executive Independent Director	10-02-2010	-
		2. Mr. Sunil Srivastav	Non - Executive Independent Director	26-10-2018	-
		3. Ms. Bindu Saxena	Non - Executive Independent Director	30-07-2020	-
		4. Mr. Sunil Arjan Lulla	Executive Director	27-05-2011	-
Nomination & Remuneration Committee	Yes	1. Ms. Bindu Saxena	Chairperson – Non - Executive Independent Director	30-07-2020	-
		2. Mr. Dharendra Swarup	Non - Executive Independent Director	10-02-2010	-
		3. Mr. Sunil Srivastav	Non - Executive Independent Director	09-11-2020	-
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. Dharendra Swarup	Non - Executive Independent Director	10-02-2010	-
		3. Mr. Sunil Arjan Lulla	Executive Director	27-05-2011	-
<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting, if any in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive meeting (in number of days)</b>
November 9, 2020	February 11, 2021	Yes	5	3	93 days
<b>IV. Meeting of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive in number of days</b>
<b>Audit Committee</b>					
February 11, 2021	Yes, Required Quorum was present	4	3	November 9, 2020	93 days

*Vinay Jha*



<b>V. Related Party Transactions</b>	
<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
<b>VI. Affirmations</b>	
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. <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. <del>Risk Management Committee</del> (Not Applicable)</li> </ul>	
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: April 14, 2021

**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, 2021**

<b>I. Disclosure on Website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>
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 <sup>1</sup>
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
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes

<sup>1</sup>Eros 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.



<b>As per other regulations of the LODR:</b>	
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>	

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
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 <sup>2</sup>
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

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



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
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
<b>III. Affirmations:</b>		
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*



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

Date: April 14, 2021