



October 13, 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 September 30, 2020.

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: **September 30, 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	12	05-12-1944	1	1	3	2
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	61	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.	Sunil Srivastav	PAN - AMOPS9996H DIN - 00237561	Non – Executive Independent	23-05-2018	23-05-2018	24	21-03-1958	5	5	3	2
Ms.	Bindu Saxena	PAN - AAUPS9133Q DIN - 00167802	Non – Executive Independent	26-09-2019	26-09-2019	12	20-05-1958	3	3	2	0

Note: Mr. Rakesh Sood has resigned on completion of his first term of five years from the Board and its Committees with effect from October 6, 2020.

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. Dharendra Swarup	Chairperson – Non – Executive Independent Director	10-02-2010	-
		2. Mr. Rakesh Sood	Non - Executive Independent Director	01-05-2015	06-10-2020
		3. Mr. Sunil Srivastav	Non - Executive Independent Director	26-10-2018	-
		4. Ms. Bindu Saxena	Non - Executive Independent Director	30-07-2020	-
		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	06-10-2020
		2. Mr. Dharendra Swarup	Non - Executive Independent Director	10-02-2010	-
		3. Ms. Bindu Saxena	Non - Executive Independent Director	30-07-2020	-
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. Rakesh Sood	Non - Executive Independent Director	01-05-2015	06-10-2020
		4. Mr. Sunil Arjan Lulla	Executive Director	27-05-2011	-

*Note: Mr. Rakesh Sood has resigned on completion of his first term of five years from the Board and its Committees with effect from October 6, 2020.*

## # 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)
	July 30, 2020	Yes	6	4	Refer note



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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
<b>Audit Committee</b>					
July 29, 2020	Yes, Required Quorum was present	3	2		Refer note

# Pursuant to SEBI circular dated March 19, 2020; March 23, 2020, June 24, 2020 and July 29, 2020 had extended the timeline for submission of financial results under Regulation 33 and 52 of the LODR Regulations to July 31, 2020 and September 15, 2020 respectively. Accordingly, the Company had conducted its Audit Committee Meeting on July 29, 2020 and Meeting of Board of Directors and other Committee Meetings on July 30, 2020 and September 11, 2020.

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**  
VP - Company Secretary & Compliance Officer

Date: October 13, 2020

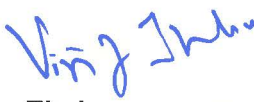



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**Annexure III: Quarterly Report on Corporate Governance as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>*Compliance Status (Yes/No/NA)</b>
Copy of the Annual Report including Balance sheet, Profit and Loss Account, Directors Report, Corporate Governance Report displayed on website	Regulation 46(2)	No (Refer note)
Presence of Chairperson of Audit Committee at the Annual General Meeting	Regulation 18(1)(d)	No (Refer note)
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	Regulation 19(3)	No (Refer note)
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	Regulation 20(3)	No (Refer note)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	No (Refer note)
<b>for Eros International Media Limited</b>  <b>Vijay Thaker</b> <b>VP - Company Secretary &amp; Compliance Officer</b>  Date: October 13, 2020		

\* Pursuant to MCA circular dated August 17, 2020 and Order passed on September 8, 2020, timeline for holding Annual General Meeting ("AGM") has been extended for a further period of three months from the due date of holding AGM. Accordingly, the Company will hold the AGM on or before December 31, 2020.

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