



October 14, 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, 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 September 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 "Vijay Thaker", is written over the typed name.

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, 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 DIN - 02878434	Chairperson Non – Executive Independent	September 25, 2019	--	1	3	0
Mr.	Sunil Arjan Lulla	PAN –AAAPL4639E DIN- 00243191	Executive	September 28, 2015	--	1	2	0
Mr.	Rakesh Sood	PAN - AAKPS1853P DIN - 07170411	Non – Executive Independent	September 3, 2015	4 years 1 Month	1	3	0
Mr.	Kishore Arjan Lulla	PAN – ACWPL3304Q DIN - 02303295	Executive	November 1, 2017	--	1	0	0
Mr.	Lakshminarayanan Subramaniam	PAN – AAMPS1127N DIN - 07972480	Non – Executive Independent	September 27, 2018	1 year	1	1	1
Mr.	Sunil Srivastav	PAN – AMOPS9996H DIN - 00237561	Non – Executive Independent	September 27, 2018	1 year	3	2	1
Ms.	*Bindu Saxena	PAN – AAUPS9133Q DIN - 00167802	Non – Executive Independent	September 26, 2019	--	3	1	0

* Ms. Bindu Saxena has been appointed on the Board with effect from September 26, 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

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	Maximum gap between any two consecutive (in number of days)
May 23, 2019	August 12, 2019	80 days




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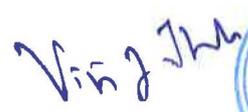


IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
August 12, 2019	Yes, Required Quorum was present	May 23, 2019	80 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
VP - Company Secretary & Compliance Officer



Date: October 14, 2019

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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

Affirmations		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)
Copy of the Annual Report including Balance sheet, Profit and Loss Account, Directors Report, Corporate Governance Report displayed on website	Regulation 46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	Regulation 18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	Regulation 19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>for Eros International Media Limited</p> <p><i>Vijay Thaker</i></p> <p>Vijay Thaker Vice President - Company Secretary & Compliance Officer</p> <p>Date: October 14, 2019</p> 		

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