



April 12, 2019

The DCS-CRD,
BSE Limited
Pheeroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Script Code: 533261

The Listing Manager,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex
Mumbai-400051
Script 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 in respect of the following:

1. Quarterly ended March 31, 2019 as **Annexure I**; and
2. Financial Year ended March 31, 2019 as **Annexure II**

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

for **Eros International Media Limited**



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

Annexure I: 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, 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 6 months	2	4	2
		DIN - 02878434						
Mr.	Sunil 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 6 months	1	3	0
		DIN - 07170411						
Mr.	Kishore Lulla	PAN – ACWPL3304Q	Executive	November 1, 2017	--	1	0	0
		DIN - 02303295						
Mr.	Lakshminarayan Subramaniam	PAN – AAMPS1127N	Non- Executive- Independent	September 27, 2018	6 Months	1	1	1
		DIN - 07972480						
Mr.	Sunil Srivastav	PAN – AMOPS9996H	Non- Executive- Independent	September 27, 2018	6 Months	3	2	1
		DIN - 00237561						
Mrs.	Jyoti Deshpande	PAN – ATQPD4524P	Non- Executive Non- Independent	September 27, 2018	--	4	0	0
		DIN - 02303283						

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CIN No. 199999MH1994PLC080502





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. Rakesh Sood	Non - Executive Independent Director
	2. Mr. Dharendra Swarup	Non - Executive Independent Director
	3. 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)
October 26, 2018	February 7, 2019	103 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			
February 7, 2019	Yes, Required Quorum was present	October 26, 2018	103 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



Abhishekh Kanoi
VP - Company Secretary & Compliance Officer

Date: April 12, 2019

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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, 2019

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
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA ¹
New name and the old name of the listed entity	NA

¹ 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.



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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)	Yes
Meeting of Board of Directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA

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



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Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	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)	NA
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**



Abhishek Kanoi
VP - Company Secretary & Compliance Officer

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