



January 14, 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, 5<sup>th</sup> 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 (as amended), please find enclosed herewith the Compliance Report on Corporate Governance for quarter ended December 31, 2018.

You are requested to kindly acknowledge the receipt of the aforesaid and 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.erosintl.com  
Regd. Office: Kailash Plaza, 2<sup>nd</sup> Floor, Plot No. 12, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.  
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 : December 31, 2018

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	September 25, 2014	4 Years 3 months	2	3	1	
		DIN - 02878434	Non – Executive Independent						
Mr.	Sunil Lulla	PAN – AAAPL4639E	Executive	September 28, 2015	--	1	2	Nil	
		DIN- 00243191							
Mr.	Rakesh Sood	PAN - AAKPS1853P	Non- Executive- Independent	September 3, 2015	3 Years 3 months	1	2	Nil	
		DIN - 07170411							
Mr.	Kishore Lulla	PAN – ACWPL3304Q	Executive	November 1, 2017	--	1	Nil	Nil	
		DIN - 02303295							
Mr.	Lakshminarayan Subramaniam	PAN – AAMPS1127N	Non- Executive- Independent	September 27, 2018	3 Months	1	1	1	
		DIN - 07972480							
Mr.	Sunil Srivastav	PAN – AMOPS9996H	Non- Executive- Independent	September 27, 2018	3 Months	3	2	1	
		DIN - 00237561							
Mrs.	Jyoti Deshpande	PAN – ATQPD4524P	Non- Executive Non- Independent	September 27, 2018	--	4	Nil	Nil	
		DIN - 02303283							



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## 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
	2. Mr. Dharendra Swarup	Non - Executive Independent
	3. Mr. Rakesh Sood	Non - Executive Independent
	4. Mr. Sunil Srivastav	Non - Executive Independent
	5. Mr. Sunil Lulla	Executive
2. Nomination & Remuneration Committee	1. Mr. Rakesh Sood	Chairperson – Non – Executive Independent
	2. Mr. Dharendra Swarup	Non - Executive Independent
	3. Mr. Lakshminarayanan Subramaniam	Non - Executive Independent
3. Risk Management Committee	Not Applicable	
4. Stakeholders Relationship Committee	1. Mr. Sunil Srivastav	Chairperson- Non – Executive Independent
	2. Mr. Rakesh Sood	Non - Executive Independent
	2. Mr. Dharendra Swarup	Non - Executive Independent
	3. Mr. Sunil Lulla	Executive
<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>Maximum gap between any two consecutive (in number of days)</b>
August 13, 2018	October 26, 2018	73 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
<b>Audit Committee</b>			
October 26, 2018	Yes, Required Quorum was present	August 13, 2018	73 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**

**Abhishek Kanoi**  
VP - Company Secretary & Compliance Officer



**Date: January 14, 2019**

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