

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – **Zee Media Corporation Limited**

2. Quarter ending –**June 30, 2020**

				I. Composition of Board of Directors										
Title (Mr. / MS)	Name of the Director	PAN ^{\$} & DIN		Category (Chairperson/E xecutive / Non- Executive / independent / Nominee) ^{&}	Date of Appointme nt in the current term	Dat e of Re- app oint me nt	Date of Cessatio n	Tenure*	Date of Birth	No. of Director ship in listed entities includin g this listed entity [Refer Regulati on 17A(1) of Listin g Regulati on 17A(1)]	No. of Independent Directorsh ip in listed entities includin g this listed entity [Refer Regulation 17A(1) of Listin g Regulati on 17A(1)]	No. of Audit / Stakehold er Committe e(s)	Number of membersh ips in Audit / Stakehold er Committe e(s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ** (Refer Regulation 26(1) of Listin g Regulati on 26(1))
		PAN	DIN											
Mr.	Punit Goenka	AAEPG2529 E	0003126 3	Chairperson- Non-Executive - Non Independent Director	24/01/2019		NA			3	1	3	0	
Mr.	Raj Kumar Gupta	AEIPG1629R	0222321 0	Independent Director	30/03/2019		NA	15 Months		1	1	2	0	
Mrs.	Uma Manoj Mandavga ne	ACUPM4540 P	0315622 4	Independent Director	01/09/2017		NA	70 Months		2	2	3	1	

Mrs. (Dr.)	Rashmi Aggarwal	ABPPS8037 H	0718193 8	Independent Director	10/08/2018	NA	59 Months	3	3	7	2
Mr.	Dinesh Kumar Garg	AASPG2473 R	0204809 7	Executive Director	20/09/2019	NA		2	0	4	1
Mr.	Amitabh Kumar		0022226 0	Non-Executive - Non Independent Director	26/03/2020	NA		2	0	1	1

			** Number of Chairperson positions held in Audit/ Stakeholder Committee of only listed entities is considered
			Whether Regular chairperson appointed –Yes
			Whether Chairperson is related to managing director or CEO –No
			\$ - PAN number of any director would not be displayed on the website of Stock Exchange & - Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * - to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees (As on June 30, 2020)

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)\$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mrs. Uma Manoj Mandavgane Mr. Raj Kumar Gupta Mrs.(Dr.) Rashmi Aggarwal Mr. Dinesh Kumar Garg	Chairperson (Independent) Independent Independent Executive	01-09-2014 30-03-2019 10-08-2015 20-09-2019	

2. Nomination & Remuneration Committee	Yes	Mrs (Dr.) Rashmi Aggarwal Mrs. Uma Manoj Mandavgane Mr. Raj Kumar Gupta	Chairperson (Independent) Independent Independent	20-10-2015 24-05-2016 26-03-2020	
3. Stakeholders Relationship Committee	Yes	Mr. Amitabh Kumar Mrs. Uma Manoj Mandavgane Mr. Raj Kumar Gupta Mr. Dinesh Kumar Garg	Chairperson (Non-Executive-Non Independent) Independent Independent Executive	26-03-2020 20-10-2015 31-07-2019 20-09-2019	
4. Corporate Social Responsibility Committee	Yes	Mr. Punit Goenka Mrs. (Dr.) Rashmi Aggarwal Mr. Dinesh Kumar Garg	Chairperson(Non-Executive- Non Independent) Independent Executive	29-03-2019 29-03-2019 20-09-2019	
5. Other Committee (Finance Sub-Committee)		Mrs. (Dr.) Rashmi Aggarwal Mrs. Uma Manoj Mandavgane Mr. Dinesh Kumar Garg	Chairperson (Independent) Independent Executive		

⁸Category of directors means Executive/Non-Executive/Independent/Nominee if a Director fits into more than one category write all categories separating them with hyphen.

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)	

• January 23, 2020	• June 27, 2020	Yes	6	3	92Days
• March 26, 2020					62Days

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>

Audit Committee:

• June 27, 2020	Yes	4	3	• January 23, 2020 • March 26, 2020	92Days 62Days
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Nomination & Remuneration Committee:

• June 27, 2020	Yes	3	3	• January 23, 2020 • March 26, 2020	92Days 62Days
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Stakeholders Relationship Committee:

NIL	NA	NA	NA	• January 23, 2020	NA
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CSR Committee:

NIL	NA	NA	NA	• March 26, 2020	NA
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**This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*

***to be filled in only for the current quarter meetings*

V.Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

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 (applicable to the Top 500 listed entity):NA
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. The report submitted for the quarter ended June 30, 2020 shall be placed before Board of Directors at the ensuing meeting of the Board.

For Zee Media Corporation Limited

Sd-

Ranjit Srivastava

Company Secretary & Compliance Officer

Membership No.: A18577

Place: Noida

Date: July 15, 2020

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.