Corporate Governance Report

Symbol: - ZEEMEDIA / 532794 Quarter from: - October 1, 2017 Applicability of Corporate Governance Report: - Yes

Company Name: - Zee Media Corporation Limited Quarter to: - December 31, 2017

Annexure I

I.	Composition of Board	l of Directors							
Title	Name of the Director	PAN & DIN	Category	Date of Appointment in the current term	Date of Cessation	Tenure (In years and months)	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.	Surjit Banga	AAGPB0776N 00001637	Chairman & Independent Director	23.01.2013	-	4.11 Years 59 Months	2	3	1
Mrs.	Uma Mandavgane	ACUPM4540P 03156224	Independent Director	01.09.2014	-	3.4 Years 40 Months	2	1	2
Mrs.	Dr. Rashmi Aggarwal	ABPPS8037H 07181938	Independent Director	10.08.2015	-	2.5 Years 29 Months	2	4	0
Mrs.	Kanta Devi Allria	AHSPD2808A 07185431	Independent Director	10.08.2015	-	2.5 Years 29 Months	1	1	0
Mr.	Rajiv Singh	AHBPS6622G 02245630	Executive Director	09.09.2016	-	1.4 Year 16 Months	1	2	0
Mr.	Jagdish Chandra	AAUPC1631R 01479741	Executive Director	03.02.2017	-	0.11 Year 11 Months	1	0	0

Name of Committee		Name of Committee members				Category		
1. Audit Committee		Mrs. Uma Mandavgane Mr. Surjit Banga Dr. (Mrs.) Rashmi Aggarwal Mr. Rajiv Singh				Chairperson Member Member Member		
2. Stakeholders Relationship Committee	Mr. Surjit Banga Mr. Rajiv Singh Mrs. Uma Mandavgane				Chairman Member Member			
3. Nomination & Remuneration Committee	ee	Dr. (Mrs.) Rashmi Aggarwal Mr. Surjit Banga Mrs. Uma Mandavgane			Chairperson Member Member			
4. Risk Management Committee	Not Applicable							
III. Meeting of Board of Directors								
Date(s) of Meeting (if any) in the previous a	quarter 1	Date(s) of Meeting (i	in the relevant quarter	It quarter Maximum gap between any two cons in number of days				
August 11, 2017	October 31, 2017			80				
IV. Meeting of Committees								
<i>Type of Meeting</i> Date(s) of meeting the committee in the previous quarter				Whether requirement of Quorum met	f Maximum gap between any two consecutive meetings in number of days			
Audit Committee	August 11, 2017	October 31, 2017		Yes		80		
Stakeholders Relationship Committee	August 9, 2017	October 31, 2017		Yes		82		
		November 28, 20	17	Yes		27		
Nomination & Remuneration Committee	-	-		-		-		
V. Related Party Transactions								
Subject			Compliance status (Yes/No/NA)					
Whether prior approval of audit committee		Yes						
Whether shareholder approval obtained for			Yes					
Whether details of RPT entered into pursu	ant to omnibus approv	al have been	n Yes					
reviewed by Audit Committee								
Note:		1						
Unrelated Shareholders had (a) vide resolut								
related party, at a commission of 7% of subs								
Promoter, for availing Loan of upto Rs.5 Subsidiary(ies)/Associate(s).	but Crs; and (11) for r	naking investment,	granti	ng loan, providing gu	arantee/	security to certain current & futur		

VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Yes
- 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Yes
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities) Not Applicable
- 3. The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <u>Yes</u>
- 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 Yes
- 5. The report submitted for the quarter and year ended December 31, 2017 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter ended September 30, 2017 were placed before and taken on record by the Board of Directors. There were no comments/observations of the Board members in this regard.

For Zee Media Corporation Limited

Pushpal Sanghavi Company Secretary

Place:- Mumbai Date:- January 12, 2018