Corporate Governance Report

Symbol: - ZEEMEDIA / 532794 Quarter from: - April 1, 2018 Applicability of Corporate Governance Report: - Yes

Annexure I

Company Name: - Zee Media Corporation Limited Quarter to: - June 30, 2018

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	-	5.5 Years 65 Months	2	3	1
Mrs.	Uma Mandavgane	ACUPM4540P 03156224	Independent Director	01.09.2014	-	3.10 Years 46 Months	2	1	2
Mrs.	Dr. Rashmi Aggarwal	ABPPS8037H 07181938	Independent Director	10.08.2015	-	2.11 Years 35 Months	2	4	0
Mrs.	Kanta Devi Allria	AHSPD2808A 07185431	Independent Director	10.08.2015	-	2.11 Years 35 Months	1	1	0
Mr.	Rajiv Singh	AHBPS6622G 02245630	Executive Director	09.09.2016	-	1.10 Year 22 Months	1	2	0
Mr.	Jagdish Chandra	AAUPC1631R 01479741	Executive Director	03.02.2017	14.04.2018		1	-	-

II. Composition of Committees		Name of Committee		Cut			
Name of Committee		Name of Committee members			Category		
1. Audit Committee		Mrs. Uma Mandavgane			Chairperson		
		Mr. Surjit Banga			Member		
		Dr. (Mrs.) Rashmi Aggarwal			Member		
0 C(1 1 11 D 1 (1) C		Mr. Rajiv Singh			Member		
2. Stakeholders Relationship Committee		Mr. Surjit Banga			Chairman Member		
		Mr. Rajiv Singh					
		Mrs. Uma Mandavgane			Member		
3. Nomination & Remuneration Committee	ee	Dr. (Mrs.) Rashmi Aggarwal			Chairperson		
		Mr. Surjit Banga			Member		
		Mrs. Uma Mandavgane			Member		
4. Corporate Social Responsibility Commi	ittee	Mr. Rajiv Singh			Chairman		
		Mr. Surjit Banga			Member		
		Mrs. Uma Mandavgane			Member		
5. Finance Sub-Committee		Mr. Rajiv Singh			Chairman		
		Mr. Surjit Banga			Member		
		Mr. Uma Mandavgane			Member		
6. Risk Management Committee		Not Applicable					
III. Meeting of Board of Directors							
Date(s) of Meeting (if any) in the previous a	nuartar D	ate(s) of Meeting (if any) in the relevant quarter			Maximum gap between any two consecutive		
Dute(s) of meeting (if any) in the previous i	ale(s) of Meeting (if any) in the relevant quarter			in number of days			
February 1, 2018				-	ser of ungo		
March 30, 2018	M	lay 16, 2018			46		
March 00, 2010		5			42		
IV. Meeting of Committees	ju	110 20, 2010		12			
Type of Meeting	Date(s) of meeting of	Date(s) of meeting of	Whether requirement of	-f	Manium an hatanan		
Type of Meeting	the committee in the	the committee in the	Quorum met	Ŋ	Maximum gap between any two consecutive		
	previous quarter	relevant quarter	Quorum met		meetings in number of days		
Audit Committee	February 1, 2018		Yes				
Auun Communee	March 30, 2018	May 16, 2018	Yes		- 46		
	watch 50, 2010	June 28, 2018	Yes		40		
Stakeholders Relationship Committee	February 1, 2018	April 18, 2018	Yes		75		
Nomination & Remuneration Committee		±					
	March 30, 2018	May 16, 2018	Yes		46		
Corporate Social Responsibility Committee	February 1, 2018	-	Yes		-		
Finance Sub-Committee	-	June 18, 2018 Yes			-		

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained Yes	25
Whether shareholder approval obtained for material RPTYes	25
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee Yes	25

Note:

Unrelated Shareholders had (a) vide resolution passed on 28-06-16 approved RPT for distribution of Channels of Company by Zee Entertainment Enterprises Ltd, a related party, at a commission of 7% of subscription revenue; (b) vide resolution passed on 21-01-17 approved RPT by Company (i) with Arm Infra & Utilities Pvt Ltd, Promoter, for availing Loan of upto Rs.500 Crs; and (ii) for making investment, granting loan, providing guarantee/security to certain current & future Subsidiary(ies)/Associate(s).

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
 - a. Audit Committee Yes
 - b. Nomination & Remuneration Committee <u>Yes</u>
 - c. Stakeholders Relationship Committee <u>Yes</u>
 - 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 <u>Yes</u>
- 5. The report submitted for the quarter and year ended June 30, 2018 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter ended March 31, 2018 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: July 11, 2018