Corporate Governance Report

Symbol: - ZEEMEDIA / 532794 Quarter from: - July 1, 2018 Applicability of Corporate Governance Report: - Yes Company Name: - Zee Media Corporation Limited Quarter to: - September 30, 2018

Annexure I

I.	Composition of Board	d 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	-	5.8 Years 68 Months	2	3	1
Mrs.	Uma Mandavgane	ACUPM4540P 03156224	Independent Director	01.09.2014	-	4.1 Years 49 Months	2	1	2
Mrs.	Dr. Rashmi Aggarwal	ABPPS8037H 07181938	Independent Director	10.08.2015	-	3.2 Years 38 Months	2	4	0
Mrs.	Kanta Devi Allria	AHSPD2808A 07185431	Independent Director	10.08.2015	-	3.2 Years 38 Months	1	1	0
Mr.	Rajiv Singh	AHBPS6622G 02245630	Executive Director	09.09.2016	-	-	1	1	0
Mr.	Ashok Venkatramani	ADXPA6170D 02839145	Managing Director	01.07.2018	-	-	2	3	1

Name of Committee	Name of Committee members	Category	
1. Audit Committee	Mrs. Uma Mandavgane	Chairperson	
	Mr. Surjit Banga	Member	
	Dr. (Mrs.) Rashmi Aggarwal	Member	
	Mr. Ashok Venkatramani	Member	
2. Stakeholders Relationship Committee	Mr. Surjit Banga	Chairman	
	Mrs. Uma Mandavgane	Member	
	Mr. Ashok Venkatramani	Member	
	Mr. Rajiv Singh	Member	
3. Nomination & Remuneration Committee	Dr. (Mrs.) Rashmi Aggarwal	Chairperson	
	Mr. Surjit Banga	Member	
	Mrs. Uma Mandavgane	Member	
4. Corporate Social Responsibility Committee	Mr. Ashok Venkatramani	Chairman	
	Mr. Surjit Banga	Member	
	Mrs. Kanta Devi Allria	Member	
5. Finance Sub-Committee	Mr. Ashok Venkatramani	Chairman	
	Mr. Surjit Banga	Member	
	Mrs. Uma Mandavgane	Member	
	Mr. Rajiv Singh	Member	
6. Risk Management Committee	Not Applicable		

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
May 16, 2018	-	-
June 28, 2018	July 20, 2018	21

IV. **Meeting of Committees**

Type of Meeting	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Maximum gap between any two consecutive meetings in number of days
Audit Committee	May 16, 2018	-	Yes	42
	June 28, 2018	July 19, 2018	Yes	20
Stakeholders Relationship Committee	April 18, 2018	July 20, 2018	Yes	92
Nomination & Remuneration Committee	May 16, 2018	-	Yes	-
Corporate Social Responsibility Committee	-	-	-	-
Finance Sub-Committee	June 18, 2018	-	Yes	-

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	Yes				
reviewed by Audit Committee					

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 Yes
- 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 half-year ended September 30, 2018 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter ended June 30, 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:- October 10, 2018

Annexure III

I Affirmations						
Broad heading	Regulation Number	Compliance Status (Yes/No/NA)				
Copy of the annual report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance	46(2)	Yes *				
Report, Business Responsibility Report displayed on website						
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes				
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes				
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read	Yes				
	with para C					
	of Schedule V					

^{*} The Company is not required to prepare and include the Business Responsibility Report in its Annual Report.

For Zee Media Corporation Limited

Pushpal Sanghavi Company Secretary

Place: Mumbai

Date: October 10, 2018