

General information about company	
Scrip code	532794
NSE Symbol	ZEEMEDIA
MSEI Symbol	NOTLISTED
ISIN	INE966H01019
Name of the entity	Zee Media Corporation Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory										Disqualification of Directors under section 164 of the Companies Act, 2013															
Whether the listed entity has a Regular Chairperson										Yes															
Whether Chairperson is related to MD or CEO										No															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Susanta Kumar Panda	AATPP6446J	07917003	Non-Executive - Independent Director	Chairperson		15-04-1959	No				Active	NA		01-09-2020	01-09-2020		31	3	3	7	5		
2	Mr	Surender Singh	ALOPS5495E	08206770	Non-Executive - Non Independent Director	Not Applicable		26-08-1956	No				Active	NA		01-07-2020			3	0	3	0	0		
3	Mr	Raj Kumar Gupta	AEIPG1629R	02223210	Non-Executive - Independent Director	Not Applicable		11-10-1946	No				Active	Yes	29-09-2021	30-03-2019	29-09-2021		48	1	1	2	1		
4	Mr	Dinesh Kumar Garg	AASPG2473R	02048097	Executive Director	Not Applicable		20-06-1969	No				Active	NA		20-09-2019	30-09-2022		1	0	2	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Amitabh Kumar	ACFPK4189F	00222260	Non-Executive - Non Independent Director	Not Applicable		27-09-1953	No				Active	NA		26-03-2020			2	0	1	1			
6	Mrs	Swetha Gopalan	BLPPG5888R	09167355	Non-Executive - Independent Director	Not Applicable		11-03-1984	No				Active	NA		01-08-2021	01-08-2021		20	1	1	0	0		
7	Mr	Purushottam Vaishnava	ABZPV7945H	01958304	Non-Executive - Non Independent Director	Not Applicable		15-01-1971	No				Active	NA		19-12-2022			1	0	0	0			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02223210	Raj Kumar Gupta	Non-Executive - Independent Director	Chairperson	30-03-2019		Textual Information(1)
2	07917003	Susanta Kumar Panda	Non-Executive - Independent Director	Member	12-11-2020		
3	02048097	Dinesh Kumar Garg	Executive Director	Member	20-09-2019		

Sr Text Block	
Textual Information(1)	Elevated as Chairman of Audit Committee on November 12, 2020

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02223210	Raj Kumar Gupta	Non-Executive - Independent Director	Chairperson	26-03-2020		Textual Information(1)
2	07917003	Susanta Kumar Panda	Non-Executive - Independent Director	Member	01-09-2020		
3	08206770	Surender Singh	Non-Executive - Non Independent Director	Member	01-09-2020		

Sr Text Block	
Textual Information(1)	Elevated as Chairman of Nomination & Remuneration Committee on August 10, 2021

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00222260	Amitabh Kumar	Non-Executive - Non Independent Director	Chairperson	26-03-2020		
2	02223210	Raj Kumar Gupta	Non-Executive - Independent Director	Member	31-07-2019		
3	02048097	Dinesh Kumar Garg	Executive Director	Member	20-09-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07917003	Susanta Kumar Panda	Non-Executive - Independent Director	Chairperson	01-04-2022		
2	02048097	Dinesh Kumar Garg	Executive Director	Member	01-04-2022		
3	09167355	Swetha Gopalan	Non-Executive - Independent Director	Member	01-04-2022		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08206770	Surender Singh	Non-Executive - Non Independent Director	Chairperson	01-09-2020		
2	02048097	Dinesh Kumar Garg	Executive Director	Member	20-09-2019		
3	02223210	Raj Kumar Gupta	Non-Executive - Independent Director	Member	10-08-2021		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	08206770	Surender Singh	Finance Sub-Committee	Non-Executive - Non Independent Director	Chairperson	
2	00222260	Amitabh Kumar	Finance Sub-Committee	Non-Executive - Non Independent Director	Member	
3	02048097	Dinesh Kumar Garg	Finance Sub-Committee	Executive Director	Member	

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-11-2022				Yes	6	6	3
2	16-12-2022		37		Yes	6	6	3
3		14-02-2023	59		Yes	7	7	3
4		29-03-2023	42		Yes	7	7	3

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory								Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting			
1	Audit Committee	08-11-2022				Yes	3	3	2	0
2	Audit Committee	14-02-2023	97			Yes	3	3	2	0
3	Audit Committee	29-03-2023	42			Yes	3	3	2	0
4	Nomination and remuneration committee	08-11-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	16-12-2022	37			Yes	3	3	2	0
6	Nomination and remuneration committee	14-02-2023	59			Yes	3	3	2	0

Annexure 1										
IV. Meeting of Committees										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	29-03-2023	42			Yes	3	3	2	0
8	Corporate Social Responsibility Committee	08-11-2022				Yes	3	3	1	0
9	Corporate Social Responsibility Committee	16-12-2022	37			Yes	3	3	1	0
10	Corporate Social Responsibility Committee	29-03-2023	102			Yes	3	3	1	0
11	Risk Management Committee	14-02-2023				Yes	3	3	2	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	RANJIT SRIVASTAVA
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://zeemedia.in/investerinfo
2	Terms and conditions of appointment of independent directors	Yes		https://zeemedia.in/investerinfo
3	Composition of various committees of board of directors	Yes		https://zeemedia.in/investerinfo
4	Code of conduct of board of directors and senior management personnel	Yes		https://zeemedia.in/investerinfo
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://zeemedia.in/investerinfo
6	Criteria of making payments to non-executive directors	Yes		https://zeemedia.in/investerinfo
7	Policy on dealing with related party transactions	Yes		https://zeemedia.in/investerinfo
8	Policy for determining 'material' subsidiaries	Yes		https://zeemedia.in/investerinfo
9	Details of familiarization programmes imparted to independent directors	Yes		https://zeemedia.in/investerinfo

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://zeemedia.in/investerinfo
11	email address for grievance redressal and other relevant details	Yes		https://zeemedia.in/investerinfo
12	Financial results	Yes		https://zeemedia.in/investerinfo
13	Shareholding pattern	Yes		https://zeemedia.in/investerinfo
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://zeemedia.in/investerinfo
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://zeemedia.in/investerinfo
16	New name and the old name of the listed entity	Yes		https://zeemedia.in/investerinfo
17	Advertisements as per regulation 47 (1)	Yes		https://zeemedia.in/investerinfo
18	Credit rating or revision in credit rating obtained	Yes		https://zeemedia.in/investerinfo
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://zeemedia.in/investerinfo
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://zeemedia.in/investerinfo
21	Materiality Policy as per Regulation 30	Yes		https://zeemedia.in/investerinfo
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://zeemedia.in/investerinfo
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://zeemedia.in/

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	RANJIT SRIVASTAVA
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	RANJIT SRIVASTAVA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

Text Block	
Textual Information(1)	As per Sebi Circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31/05/2021, These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity). Accordingly the loan to Subsidiary are not being reported.

Signatory Details	
Name of signatory	RANJIT SRIVASTAVA
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	19-04-2023

