

## Compliance Report as per Clause 49 of the Listing Agreement

Name of the Company – Zee Media Corporation Limited (formerly Zee News Limited)  
Quarter ending on – 30<sup>th</sup> June 2013

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	<b>49 II</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Being reviewed quarterly
<b>III. Subsidiary Companies</b>	<b>49 III</b>	Yes	Being reviewed half yearly
<b>IV. Disclosures</b>	<b>49 IV</b>		
(A) Basis of Related Party Transactions	49 (IVA)	Yes	Placed along with quarterly results
(B) Disclosure of Accounting treatment	49 (IVB)	Yes	Forms part of Annual Report for FY 2012-13
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc	49 (IVD)	NA	No Capital Issue
(E) Remuneration of Directors	49 (IVE)	Yes	Forms part of Annual Report for FY 2012-13
(F) Management	49 (IVF)	Yes	
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	
<b>VI. Report of Corporate Governance</b>	<b>49 (VI)</b>	Yes	
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	

For Zee Media Corporation Limited,  
(earlier known as Zee News Limited)

S/d

Pushpal Sanghavi  
Company Secretary

Mumbai, dated August 14, 2013