

**Corporate Governance Report**

Symbol:- ZEEMEDIA

Quarter From:- October 01, 2015

Applicability of Corporate Governance Report:- Yes

Company Name:- ZEE Media Corporation Limited

Quarter To:- December 31, 2015

**Annexure I**

<b>I. Composition of Board of Directors</b>									
<b>Title</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category</b>	<b>Date of Appointment in the current term</b>	<b>Date of Cessation</b>	<b>Tenure (In years and months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr	Dr Subhash Chandra	AACPC4004A	Chairman & Non-Executive Director	23.11.2006	-	9.1 years	3	2	-
		00031458				109 months			
Mr	Surjit Banga	AAGPB0776N	Independent Director	23.01.2013	-	2.11 years	3	2	4
		00001637				35 months			
Mrs	Uma Manoj Mandavgane	ACUPM4540P	Independent Director	01.09.2014	-	1.4 years	1	2	1
		03156224				16 months			
Mrs	Dr Rashmi Aggarwal	ABPPS8037H	Independent Director	10.08.2015	-	0.5 years	2	2	0
		07185431				5 months			
Mrs	Kanta Devi Allria	AHSPD2808A	Independent Director	10.08.2015	-	0.5 years	1	1	0
		07185431				5 months			
Mr	Ashish Kirpal Pandit	AANPP1768M	Executive Director	01.06.2015	12.10.2015	0.4 years	1	-	-
		00122878				4 months			

<b>II. Composition of Committees</b>				
<i>Name of Committee</i>		<i>Name of Committee members</i>		<i>Category</i>
1. Audit Committee		Surjit Banga Uma Mandavgane Rashmi Aggarwal		Chairperson Member Member
2. Stakeholders Relationship Committee		Surjit Banga Subhash Chandra Uma Mandavgane		Chairperson Member Member
3. Risk Management Committee		Not Applicable		
4. Nomination & Remuneration Committee		Surjit Banga Subhash Chandra Rashmi Aggarwal		Chairperson Member Member
<b>III. Meeting of Board of Directors</b>				
<i>Date(s) of Meeting (if any) in the previous quarter</i>			<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive in number of days</i>
August 07, 2015			October 20, 2015	74
<b>IV. Meeting of Committees</b>				
<i>Type of Meeting</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee	August 6, 2015	October 19, 2015	Yes	74
Stakeholders Relationship Committee	July 09, 2015	October 20, 2015	Yes	-

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes, material related party transaction between the Company and Taj Television (India) Pvt Ltd was approved by way of Postal Ballot on September 23, 2015 through an ordinary resolution passed by unrelated shareholders.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)- <b><u>Not Applicable</u></b></li> </ol> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>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.</p> <p>5. The report submitted for the quarter ended December 31, 2015 shall be placed before Board of Directors at the ensuing meeting.</p> <p><b>For Zee Media Corporation Limited</b></p> <p>Sd/-  <b>Pushpal Sanghavi</b>  <b>Company Secretary</b></p> <p>Place:- Mumbai  Date:- January 11, 2016</p>	