

Corporate Governance Report

Symbol:- ZEEMEDIA / 532794

Quarter From:- April 1, 2016

Applicability of Corporate Governance Report:- Yes

Company Name:- ZEE Media Corporation Limited

Quarter To:- June 30, 2016

Annexure I

I. Composition of Board 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	Dr Subhash Chandra	AACPC4004A	Chairman & Non-Executive Director	23.11.2006	24.05.2016	9.6 Years	2	-	-
		00031458				114 Months			
Mr.	Surjit Banga	AAGPB0776N	Chairman & Independent Director	23.01.2013	-	3.5 Years	3	3	5
		00001637				41 Months			
Mrs.	Uma Manoj Mandavgane	ACUPM4540P	Independent Director	01.09.2014	-	1.10 Years	1	2	1
		03156224				22 Months			
Mrs.	Dr Rashmi Aggarwal	ABPPS8037H	Independent Director	10.08.2015	-	0.11 Years	2	2	0
		07181938				11 Months			
Mrs.	Kanta Devi Allria	AHSPD2808A	Independent Director	10.08.2015	-	0.11 Years	1	0	0
		07185431				11 Months			
Mr.	Rajendra Kumar Arora	AAAPA1144P	Executive Director	24.05.2016	-	0.1 Year	1	3	0
		00005407				1 Month			

* Dr. Subhash Chandra resigned as Director and Non-Executive Chairman of the Company on May 24, 2016.

II. Composition of Committees				
<i>Name of Committee</i>		<i>Name of Committee members</i>		<i>Category</i>
1. Audit Committee		Surjit Banga Uma Mandavgane Rashmi Aggarwal Rajendra Kumar Arora	Chairperson Member Member Member	
2. Stakeholders Relationship Committee		Surjit Banga Rajendra Kumar Arora Uma Mandavgane	Chairperson Member Member	
3. Nomination & Remuneration Committee		Rashmi Aggarwal Surjit Banga Uma Mandavgane	Chairperson Member Member	
4. Risk Management Committee		Not Applicable		
III. Meeting of Board of Directors				
<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>
January 21, 2016				
February 27, 2016				
March 23, 2016			April 29, 2016	36
			May 24, 2016	24
IV. Meeting of Committees				
<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	January 20, 2016		Yes	
	March 23, 2016	April 29, 2016	Yes	36
		May 24, 2016	Yes	24
Stakeholders Relationship Committee	January 20, 2016	April 29, 2016	Yes	99
Nomination & Remuneration Committee	-	April 29, 2016	Yes	-
	-	May 24, 2016	Yes	24
V. Related Party Transactions				
<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	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes	

Note:

Details of Material related party transaction:

- i. A Material related party transaction by the Company with Taj Television (India) Pvt Ltd ('Taj') was approved by unrelated shareholders vide Ordinary Resolution passed through Postal Ballot on November 3, 2015. Under the said transaction, Taj provided distribution services to the Company on principal-to-principal and revenue sharing basis by retaining 14% of subscription revenue of the television channels of the Company. The said Material related party transaction was terminated on April 30, 2016
- ii. During the current quarter ended June 30, 2016, Unrelated shareholders had vide Ordinary resolution passed through Postal Ballot on June 28, 2016, approved a material related party transaction between the Company and Zee Entertainment Enterprises Limited ('ZEEL'). Under the said transaction, effective May 1, 2016, ZEEL provides distribution services to the Company at a commission equivalent to 7% of subscription revenue of the television channels of the Company.

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 ended June 30, 2016 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter and year ended March 31, 2016 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

Sd/-

Pushpal Sanghavi
Company Secretary

Place:- Mumbai

Date:- July 8, 2016