



|| VASUDHAIVA KUTUMBAKAM ||
THE WORLD IS MY FAMILY

Zee Media Corporation Limited

(CIN L92100MH1999PLC121506)

CORPORATE SOCIAL RESPONSIBILITY POLICY

(As approved by the Corporate Social Responsibility Committee & Board of Directors
on October 20, 2014)

1. Introduction and Objectives

Zee Media Corporation Limited (ZMCL) is one of India's largest News Network of the Company engaged *inter alia* in the business of broadcasting of 10 National & Regional News & Current Affairs Television Channels and also Printing/Publishing of an English daily 'DNA' directly and/or through its subsidiaries. As at March 31, 2014, the News Channels of the network had viewer base of 138 Million.

At ZMCL we believe that a business cannot succeed in a society that fails and therefore it is imperative for business houses to invest in the future by taking part in social building activities. With this objective, the Board of ZMCL had in January 2009 approved a Corporate Social Responsibility Policy unified at Essel Group level. The said policy is being revised in line with the requirements of Section 135 of the Companies Act, 2013.

2. Corporate Social Responsibility (CSR) Philosophy

We believe that community's drives our business, so our approach to CSR is built on sustainable programs that support the communities. We believe we should not limit CSR in any narrow sense and CSR for us is beyond our own immediate business interest to make positive difference. At ZMCL we are:

- ✓ Committed to strong governance with transparency to comply with laws and regulations and fair corporate practices
- ✓ Committed to provide a healthy and safe working environment in which all persons receive fair treatment without discrimination and respect fundamental human rights as well as worker's rights.
- ✓ Committed to carry out our business activities respecting the cultures and practices of each region and proactively engage in activities that contribute to society as a good corporate citizen.
- ✓ Committed to invest in our community development by empowering women and children by providing respective skills and education.

3. Focus Areas

ZMCL as a part of its business operations has undertaken multiple initiatives focusing on bringing about inclusive social development which contributes towards realization of its corporate social responsibility vision. ZMCL's CSR strategy is focused on four broad areas of activity that address the social problems and needs of multiple targets groups of the society in a holistic and sustainable manner viz. Education, Health Care, Environment and Women's Empowerment.

Education: The primary focus of our educational initiatives is based on our belief that an educated and informed citizen will help in overall development of the Country and Society. ZMCL in collaboration with local communities and partner organizations will focus to address literacy and gender equality in education.

Environment & Health Care: The Company proposes to partner with NGOs and other self-help groups to promote awareness, enable access and affordability in availing both preventive and curative health care services.

Women's Empowerment: Women roughly constitute half of the population. Status of the women in that society or country at large is reflected in Progress and development that society or a nation has achieved. ZMCL shall support activities contributing to gender equality and socio-economic empowerment of the women.

Besides activities listed above, ZMCL is also committed to undertake activities listed in Schedule VII of the Companies Act, 2013 as amended from time to time.

4. Financial Resources

For achieving its CSR vision through implementation of meaningful and sustainable CSR programs, ZMCL will allocate at least 2% of average net profit of previous three years or such percentage prescribed by the Government from time to time, as its annual CSR budget. Any unspent/ unutilized CSR allocation of a particular year shall be carried forward and shall be spent in the following year(s) i.e. the CSR budget will not lapse. Any surplus arising out of CSR projects / activities / programs shall not form part of the business profit of the Company.

Explanation: For the purposes of this policy “average net profit” shall be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 as amended from time to time.

5. Governance Structure

At the Board level, the CSR governance structure at ZMCL will be headed by the CSR Committee that will be ultimately responsible for the CSR projects undertaken. The CSR Committee will report to the Board of Directors.

To facilitate execution of CSR projects, ‘ZEE CARE’ has been created by the Company. All Budgeted and Non-budgeted CSR spends proposed by ZEE CARE, shall be reviewed by the Corporate Management Committee of the Board and placed before the CSR Committee who shall recommend the amount of expenditure to be incurred on each CSR activities to the Board.

6. CSR Project Management

Implementation: CSR programs would be undertaken to the best possible extent within the defined ambit of the identified thrust area. Project activities identified under the CSR are to be implemented by ZEE CARE on its own or through various trusts / foundations/ Section 8 Companies of Essel Group viz. ‘Zee Foundation’, ‘Taleem Foundation’ or in collaboration with counter parties like trusts, NGOs, formal elected village Panchayat, institutes/ academic institutes, self-help groups, government/ semi government autonomous institutions and professional consultancy organizations etc.

Monitoring of the project: ZEE CARE shall monitor projects from time to time and based on observations shall provide feedback to collaborating partners in order to advance towards realizing project objectives. Some monitoring mechanisms that the Company may follow are specified below

1. Feedback from the beneficiaries of the projects;
2. Formation of the Beneficiary committee;
3. Regular project monitoring visits;
4. Assessment of the project(s) and its impact

Financial report: Counterpart shall submit periodic financial reports to ZEE CARE who shall analyze the report against allocation and impact activities of the projects has been making on the stakeholders.

CSR Committee: CSR Committee shall monitor and review various projects and activities undertaken by ZMCL in compliance with and under this Policy and shall prepare and submit its report to the Board of Directors periodically for making adequate disclosures in the Directors Report.

6. General

Any or all provisions of the CSR policy would be subject to revision / amendment as per the guidelines as may be issued from the Government time to time and / or as recommended by the CSR Committee and approved by the Board of Directors of ZMCL from time to time.

The company reserves the right to modify, cancel, add or amend rules/ provisions specified in the CSR policy.

7. Approval of the Corporate Social Responsibility Policy

This Policy is recommended by the CSR Committee and approved and adopted by the Board at its meeting held on October 20, 2014.

8. Dissemination

The content of this Policy and Projects undertaken under this Policy shall be disclosed in the Company's Annual Financial Statements, Board's Report and on Company's website.
