

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – **Zee Media Corporation Limited**

2. Quarter ending –**March 31, 2020**

I. Composition of Board of Directors													
Title (Mr. / MS)	Name of the Director	PAN ^s & DIN		Category (Chairperson/Executive / Non-Executive / independent / Nominee) ^{&}	Date of Appointment in the current term	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]	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 in Audit/ Stakeholder Committee held in listed entities including this listed entity ** (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN										
Mr.	Punit Goenka	AAEPG2529E	00031263	Chairperson-Non-Executive - Non Independent Director	24/01/2019		NA	14 Month		3	1	3	0
Mr.	Raj Kumar Gupta	AEIPG1629R	02223210	Independent Director	30/03/2019		NA	12 Month		1	1	2	0
Mrs.	Uma Manoj Mandavga ne	ACUPM4540P	03156224	Independent Director	01/09/2017		NA	31 Months		2	2	3	1

Mrs. (Dr.)	Rashmi Aggarwal	ABPPS8037 H	07181938	Independent Director	10/08/2018		NA	20 Months		3	3	6	2
Mr.	Dinesh Kumar Garg	AASPG2473 R	02048097	Executive Director	20/09/2019		NA	06 Months		2	0	4	1
Mr.	Amitabh Kumar	ACFPK4189F	00222260	Non-Executive - Non Independent Director	26/03/2020		NA	0 Month		2	0	1	1
** Number of Chairperson positions held in Audit/ Stakeholder Committee of only listed entities is considered													
Whether Regular chairperson appointed –Yes													
Whether Chairperson is related to managing director or CEO –No													
<p>§ - PAN number of any director would not be displayed on the website of Stock Exchange & - Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * - to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>													

II. Composition of Committees (As on March 31, 2020)

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)§	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mrs. Uma Manoj Mandavgane Mr. Raj Kumar Gupta Mrs.(Dr.) Rashmi Aggarwal Mr. Dinesh Kumar Garg	Chairperson (Independent) Independent Independent Executive	01-09-2014 30-03-2019 10-08-2015 20-09-2019	

2. Nomination & Remuneration Committee	Yes	Mrs (Dr.) Rashmi Aggarwal Mr. Arun Kumar Kapoor Mrs. Uma Manoj Mandavgane Mr. Raj Kumar Gupta	Chairperson (Independent) Non-Executive- Non Independent Independent Independent	20-10-2015 30-03-2019 24-05-2016 26-03-2020	03-03-2020
3. Stakeholders Relationship Committee	Yes	Mr. Arun Kumar Kapoor Mrs. Uma Manoj Mandavgane Mr. Raj Kumar Gupta Mr. Dinesh Kumar Garg Mr. Amitabh Kumar	Chairperson (Non-Executive- Non Independent) Independent Independent Executive Chairperson (Non-Executive- Non Independent)	30-03-2019 20-10-2015 31-07-2019 20-09-2019 26-03-2020	03-03-2020
4. Corporate Social Responsibility Committee	Yes	Mr. Punit Goenka Mrs. (Dr.) Rashmi Aggarwal Mr. Dinesh Kumar Garg	Chairperson(Non-Executive- Non Independent) Independent Executive	29-03-2019 29-03-2019 20-09-2019	
5. Other Committee (Finance Sub-Committee)		Mr. Arun Kumar Kapoor Mrs. Uma Manoj Mandavgane Mr. Dinesh Kumar Garg Mrs. (Dr.) Rashmi Aggarwal	Chairperson (Non-Executive- Non Independent) Independent Executive Chairperson (Independent)		03-03-2020
<p><i>&Category of directors means Executive/Non-Executive/Independent/Nominee if a Director fits into more than one category write all categories separating them with hyphen.</i></p>					

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>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum Gap Between any two Consecutive (in number of days)</i>
• October 23, 2019	• January 23, 2020	Yes	6	3	63Days
• November 20, 2019	• March 26, 2020	Yes	4	3	62Days
IV. Meeting of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee:					
• January 23, 2020 • March 26, 2020	Yes Yes	4 4	3 3	• October 23, 2019	91Days 62Days
Nomination & Remuneration Committee:					
• January 23, 2020 • March 26, 2020	Yes Yes	3 3	2 3		62Days
Stakeholders Relationship Committee:					
• January 23, 2020	Yes	3	2	• October 23, 2019	91Days
CSR Committee:					
• March 26, 2020	Yes	2	1	• October 23, 2019 • November 20, 2019	27 Days 126 Days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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:	
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<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"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee <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 March 31, 2020 shall be placed before Board of Directors at the ensuing meeting of the Board.</p>	
For Zee Media Corporation Limited	
<p>Sd- Ranjit Srivastava Company Secretary & Compliance Officer Membership No.: A18577</p> <p>Place: Noida Date: May 14, 2020</p>	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://zeenews.india.com
b) Terms and conditions of appointment of independent directors	Yes	https://zeenews.india.com
c) Composition of various committees of board of directors	Yes	https://zeenews.india.com
d) Code of conduct of board of directors and senior management personnel	Yes	https://zeenews.india.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://zeenews.india.com
f) Criteria of making payments to non-executive directors	Yes	https://zeenews.india.com
g) Policy on dealing with related party transactions	Yes	https://zeenews.india.com
h) Policy for determining 'material' subsidiaries	Yes	https://zeenews.india.com
i) Details of familiarization programmes imparted to independent directors	Yes	https://zeenews.india.com
j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://zeenews.india.com
k) Email address for grievance redressal and other relevant details	Yes	https://zeenews.india.com
l) Financial results	Yes	https://zeenews.india.com
m) Shareholding pattern	Yes	https://zeenews.india.com
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) 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	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	https://zeenews.india.com
r) Credit rating or revision in credit rating obtained	Yes	https://zeenews.india.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://zeenews.india.com
As per other regulations of the LODR:	Yes	https://zeenews.india.com

a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://zeenews.india.com
b) Materiality Policy as per Regulation 30	Yes	https://zeenews.india.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
d) It is certified that these contents on the website of the listed entity are correct.	Yes	https://zeenews.india.com

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes

Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For Zee Media Corporation Limited

Sd-

Ranjit Srivastava

Company Secretary & Compliance Officer

Membership No.: A18577

Place: Noida

Date: May 14, 2020

