

Corporate Governance Report

Symbol:- ZEEMEDIA / 532794

Quarter From:- January 1, 2016

Applicability of Corporate Governance Report:- Yes

Company Name:- ZEE Media Corporation Limited

Quarter To:- March 31, 2016

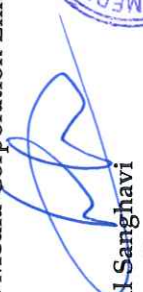

Annexure I

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	-	9.4 years	3	1	-
		00031458				112 months			
Mr	Surjit Banga	AAGPB0776N	Independent Director	23.01.2013	-	3.2 years	3	3	5
		00001637				38 months			
Mrs	Uma Manoj Mandavgane	ACUPM4540P	Independent Director	01.09.2014	-	1.7 years	1	2	1
		03156224				19 months			
Mrs	Dr Rashmi Aggarwal	ABPPS8037H	Independent Director	10.08.2015	-	0.8 years	2	2	0
		07181938				8 months			
Mrs	Kanta Devi Allria	AHSPD2808A	Independent Director	10.08.2015	-	0.8 years	1	0	0
		07185431				8 months			



II. Composition of Committees		Name of Committee members		Category
Name of Committee		Name of Committee members		Category
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
III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive in number of days
October 20, 2015		January 21, 2016		92
		February 27, 2016		36
		March 23, 2016		24
IV. Meeting of Committees				
Type of Meeting	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Maximum gap between any two consecutive meetings in number of days
Audit Committee	October 19, 2015	January 20, 2016 March 23, 2016	Yes Yes	92
Stakeholders Relationship Committee	October 20, 2015	January 20, 2016	Yes	91



V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		Yes
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
<p>Note: A Material related party transaction entered into 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 provides 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.</p>		
VI. Affirmations		
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <u>Yes</u></p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <u>Yes</u></p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities)- <u>Not Applicable</u></p> <p>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 - <u>Yes</u></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 - <u>Yes</u></p> <p>5. The report submitted for the quarter ended March 31, 2016 shall be placed before Board of Directors at the ensuing meeting.</p>		
<p>Note:</p> <p>1. The report for previous quarter was submitted before the Board and taken on record by the Board. There were no specific comments / observations of the Board on the report.</p> <p>2. Filings relating to quarter ended December 31, 2015 were placed before and taken on record by the Board of Directors. There were no comments / observations of the Board members in this regard.</p>		
<p>For Zee Media Corporation Limited</p> <p style="text-align: center;"></p> <p style="text-align: center;">Pushpal Sanghavi Company Secretary</p> <p style="text-align: center;"></p> <p>Place:- Mumbai Date:- April 13, 2016</p>		

III. Affirmations:

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

Note: Though the Company has approved policy for determining material subsidiary, currently none of the subsidiaries of the company are material pursuant to the threshold specified in Listing Regulations. However, need based appointments of Independent Directors (who are currently on the Board of the Company) have been made on the Board of few subsidiaries of the Company.

For Zee Media Corporation Limited



**Pushpal Sanghavi
Company Secretary**

Place:- Mumbai

Date:- April 13, 2016

