

| II. Composition of Committees | | | | |
|---|--|--|--|---|
| <i>Name of Committee</i> | | <i>Name of Committee members</i> | | <i>Category</i> |
| 1. Audit Committee | | Mrs. Uma Mandavgane Mr. Surjit Banga Dr. (Mrs.) Rashmi Aggarwal Mr. Rajiv Singh | Chairperson Member Member Member | |
| 2. Stakeholders Relationship Committee | | Mr. Surjit Banga Mr. Rajiv Singh Mrs. Uma Mandavgane | Chairman Member Member | |
| 3. Nomination & Remuneration Committee | | Dr. (Mrs.) Rashmi Aggarwal Mr. Surjit Banga Mrs. 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> |
| May 24, 2017 | | | | - |
| June 28, 2017 | | | | 34 |
| | | | August 11, 2017 | 43 |
| 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 | May 24, 2017 | August 11, 2017 | Yes | 78 |
| Stakeholders Relationship Committee | April 5, 2017 | August 9, 2017 | Yes | 125 |
| Nomination & Remuneration Committee | - | - | - | - |
| 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: | | | | |
| Unrelated Shareholders had (a) vide resolution passed on 28-06-16 approved RPT for distribution of Channels of Company by Zee Entertainment Enterprises Ltd, a related party, at a commission of 7% of subscription revenue; (b) vide resolution passed on 21-01-17 approved RPT by Company (i) with Arm Infra & Utilities Pvt Ltd, Promoter, for availing Loan of upto Rs.500 Crs; and (ii) for making investment, granting loan, providing guarantee/security to certain current & future subsidiary(ies)/Associate(s). | | | | |

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 and year ended September 30, 2017 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter ended June 30, 2017 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**

Pushpal Sanghavi
Company Secretary

Place:- Mumbai

Date:- October 13, 2017

Annexure III

| I Affirmations | | |
|--|--------------------------------------|--------------------------------------|
| Broad heading | Regulation Number | Compliance Status (Yes/No/NA) |
| Copy of the annual report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website | 46(2) | Yes * |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| <p>* The Company is not required to prepare and include the Business Responsibility Report in its Annual Report.</p> <p>For Zee Media Corporation Limited</p> <p>Sd/- Pushpal Sanghavi Company Secretary</p> <p>Place: Mumbai Date: October 13, 2017</p> | | |