

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>
February 3, 2017				-
March 31, 2017				55
			May 24, 2017	53
			June 28, 2017	34
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	February 3, 2017		Yes	-
	March 27, 2017		Yes	51
		May 24, 2017	Yes	57
Stakeholders Relationship Committee	February 3, 2017	April 5, 2017	Yes	60
Nomination & Remuneration Committee	February 3, 2017		Yes	-
	March 27, 2017		Yes	51
		-	-	-
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 June 30, 2017 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter ended March 31, 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:- July 7, 2017