Corporate Governance Report

Symbol: - ZEEMEDIA / 532794 Quarter from: - April 1, 2017 Applicability of Corporate Governance Report: - Yes

Company Name: - Zee Media Corporation Limited Quarter to: - June 30, 2017

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			
Mr.	Surjit Banga	AAGPB0776N 00001637	Chairman & Independent Director	23.01.2013	-	4.5 Years 53 Months	3	4	entity 3			
Mrs.	Uma Mandavgane	ACUPM4540P 03156224	Independent Director	01.09.2014	-	2.10 Years 34 Months	1	1	1			
Mrs.	Dr. Rashmi Aggarwal	ABPPS8037H 07181938	Independent Director	10.08.2015	-	1.11 Years 23 Months	2	2	0			
Mrs.	Kanta Devi Allria	AHSPD2808A 07185431	Independent Director	10.08.2015	-	1.11 Years 23 Months	1	1	0			
Mr.	Rajiv Singh	AHBPS6622G 02245630	Executive Director	09.09.2016	-	0.10 Year 10 Months	1	3	0			
Mr.	Jagdish Chandra	AAUPC1631R 01479741	Executive Director	03.02.3017	-	0.5 Year 5 Months	1	0	0			

II. Composition of Committees							
Name of Committee	Name of Committee members			Category			
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 Committ	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	-						
Date(s) of Meeting (if any) in the previous			Date(s) of Meeting (if any) i the relevant quarter		Maximum gap between any two consecutive in number of days		
February 3, 2017						-	
March 31, 2017			May 24, 2017		55		
					53		
			June 28, 2017		34		
IV. Meeting of Committees							
Type of Meeting	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting the committee in relevant quarter	the	Whether requirement of Quorum met		Maximum gap between any two consecutive meetings in number of days	
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							
Subject		Compliance status (Yes/No/NA)					
Whether prior approval of audit committee		Yes					
Whether shareholder approval obtained for	r material RPT	Yes					
Whether details of RPT entered into pursu	ant to omnibus approva	l have been	Yes				
reviewed by Audit Committee							

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