

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. Corporate Social Responsibility Committee		Mr. Rajiv Singh Mr. Surjit Banga Mrs. Uma Mandavgane	Chairman Member Member	
5. Finance Sub-Committee		Mr. Rajiv Singh Mr. Surjit Banga Mr. Uma Mandavgane	Chairman Member Member	
6. 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 1, 2018				-
March 30, 2018		May 16, 2018		46
		June 28, 2018		42
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 1, 2018		Yes	-
	March 30, 2018	May 16, 2018	Yes	46
		June 28, 2018	Yes	42
Stakeholders Relationship Committee	February 1, 2018	April 18, 2018	Yes	75
Nomination & Remuneration Committee	March 30, 2018	May 16, 2018	Yes	46
Corporate Social Responsibility Committee	February 1, 2018	-	Yes	-
Finance Sub-Committee	-	June 18, 2018	Yes	-

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
<p>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).</p>	
VI. Affirmations	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <u>Yes</u> 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <ol style="list-style-type: none"> a. Audit Committee - <u>Yes</u> b. Nomination & Remuneration Committee - <u>Yes</u> c. Stakeholders Relationship Committee - <u>Yes</u> d. Risk Management Committee (applicable to the top 100 listed entities) - <u>Not Applicable</u> 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> 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> 5. The report submitted for the quarter and year ended June 30, 2018 shall be placed before Board of Directors at the ensuing meeting. <p>Note:</p> <ol style="list-style-type: none"> 1. Filings relating to quarter ended March 31, 2018 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>For Zee Media Corporation Limited</p> <p>Pushpal Sanghavi Company Secretary</p> <p>Place: Mumbai Date: July 11, 2018</p>	