

Corporate Governance Report

Symbol:- ZEEMEDIA / 532794

Quarter From:- July 1, 2016

Applicability of Corporate Governance Report:- Yes

Company Name:- Zee Media Corporation Limited

Quarter To:- September 30, 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.	Surjit Banga	AAGPB0776N	Chairman & Independent Director	23.01.2013	-	3.8 Years	3	4	4
		00001637				44 Months			
Mrs.	Uma Manoj Mandavgane	ACUPM4540P	Independent Director	01.09.2014	-	2.1 Years	1	1	2
		03156224				25 Months			
Mrs.	Dr Rashmi Aggarwal	ABPPS8037H	Independent Director	10.08.2015	-	1.2 Years	2	2	0
		07181938				14 Months			
Mrs.	Kanta Devi Allria	AHSPD2808A	Independent Director	10.08.2015	-	1.2 Years	1	0	0
		07185431				14 Months			
Mr.	Rajendra Kumar Arora	AAAPA1144P	Executive Director	24.05.2016	31.08.2016	0.3 Year	-	-	-
		00005407				3 Months			
Mr.	Rajiv Singh	AHBPS6622G	Executive Director	09.09.2016	-	0.1 Year	1	3	0
		02245630				1 Month (21 Days)			

II. Composition of Committees				
<i>Name of Committee</i>		<i>Name of Committee members</i>		<i>Category</i>
1. Audit Committee		Uma Mandavgane Surjit Banga Rashmi Aggarwal Rajiv Singh		Chairperson Member Member Member
2. Stakeholders Relationship Committee		Surjit Banga Rajiv Singh Uma Mandavgane		Chairperson Member Member
3. Nomination & Remuneration Committee		Rashmi Aggarwal Surjit Banga 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>
April 29, 2016				-
May 24, 2016			August 3, 2016	70
			September 9, 2016	36
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	April 29, 2016		Yes	-
	May 24, 2016	August 2, 2016	Yes	69
		September 9, 2016	Yes	37
Stakeholders Relationship Committee	April 29, 2016	August 2, 2016	Yes	94
Nomination & Remuneration Committee	April 29, 2016		Yes	-
	May 24, 2016	September 9, 2016	Yes	107
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:

Details of Material related party transaction:

- i. A material related party transaction by the Company with Zee Entertainment Enterprises Ltd ('ZEEL') was approved by unrelated shareholders vide Ordinary resolution passed through Postal Ballot on June 28, 2016. Under the said transaction, ZEEL provides distribution services to the Company at a commission equivalent to 7% of subscription revenue of the television channels of the Company.

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 ended September 30, 2016 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter ended June 30, 2016 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**

Sd/-

Pushpal Sanghavi
Company Secretary

Place:- Mumbai

Date:- October 13, 2016

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
For Zee Media Corporation Limited Sd/- Pushpal Sanghavi Company Secretary Place: Mumbai Date: October 13, 2016		