

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>
August 11, 2017		October 31, 2017		80
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	August 11, 2017	October 31, 2017	Yes	80
Stakeholders Relationship Committee	August 9, 2017	October 31, 2017	Yes	82
		November 28, 2017	Yes	27
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 December 31, 2017 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter ended September 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:- January 12, 2018