

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity – **Zee Media Corporation Limited**

2. Quarter ending – **September 30, 2020**

<b>I. Composition of Board of Directors</b>													
Title (Mr. / MS)	Name of the Director	PAN & DIN		Category (Chairperson/Executive / Non-Executive / independent / Nominee)&	Date of Appointment in the current term	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [Refer Regulation 17A(1) of Listing Regulation 26(1) of Listing Regulations]	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ** (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN										
Mr.	Susanta Kumar Panda	AATPP6446J	07917003	Chairperson-Non-Executive - Independent Director	01-09-2020		NA		15-04-1959	1	1	0	0
Mr.	Surender Singh	ALOPS5495E	08206770	Non-Executive - Non Independent Director	01-07-2020		NA		26-08-1956	3	0	0	0

Mr.	Punit Goenka *	AAEPG2529 E	00031263	Non-Executive - Non Independent Director	24/01/2019		22-07-2020		20-06-1975	3	1	3	0
Mr.	Raj Kumar Gupta	AEIPG1629R	02223210	Non-Executive - Independent Director	30/03/2019		NA	18 Months	11-10-1946	1	1	2	0
Mrs.	Uma Manoj Mandavga ne **	ACUPM4540 P	03156224	Non-Executive - Independent Director	01/09/2017		31-08-2020	72 Months	02-01-1967	2	2	3	1
Mrs. (Dr.)	Rashmi Aggarwal	ABPPS8037 H	07181938	Non-Executive - Independent Director	10/08/2018		NA	62 Months	16-10-1974	3	3	7	2
Mr.	Dinesh Kumar Garg	AASPG2473 R	02048097	Executive Director	20/09/2019		NA		27-09-1953	2	0	4	1
Mr.	Amitabh Kumar	ACFPK4189F	00222260	Non-Executive - Non Independent Director	26/03/2020		NA		27-09-1953	2	0	1	1

**Notes:**

\*Mr. Punit Goenka resigned w.e.f 22.07.2020 as a Non-Executive and Non Independent Director from the Board of the Company. However, in order to provide his resignation details on Composition of Board sheet we were obliged to provide all the requisite details therein, without which sheet was not validating. Hence, number of Directorship in listed entities, number of Independent Directorship in listed entities and number of chairmanship/membership in Audit and Stakeholder Relationship Committee of public companies has been provided as on the date of cessation.

\*\*Mrs. Uma Manoj Mandavga ne completed her second consecutive term as a Non-Executive and Independent Director from the Board of the Company on 31.08.2020. However, in order to provide her cessation details on Composition of Board sheet we were obliged to provide all the requisite details therein, without which sheet was not validating. Hence, number of Directorship in listed entities, number of Independent Directorship in listed entities and number of chairmanship/membership in Audit and Stakeholder Relationship Committee of public companies has been provided as on the date of cessation.

			<b>** Number of Chairperson positions held in Audit/ Stakeholder Committee of only listed entities is considered</b>
			Whether Regular chairperson appointed –Yes
			Whether Chairperson is related to managing director or CEO –No
			<p>§ - PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>&amp; - Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* - to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>

**II. Composition of Committees (As on September 30, 2020)**

<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	<p>Mrs. Uma Manoj Mandavgane*</p> <p>Mr. Raj Kumar Gupta</p> <p>Mrs. (Dr.) Rashmi Aggarwal</p> <p>Mr. Dinesh Kumar Garg</p> <p><i>*Upon completion of Second term as an Independent Director, in terms of applicable regulatory provisions, Mrs. Uma Mandavgane (DIN: 03156224) has ceased to be director and member from all the Committees in which she was member/Chairperson with effect from August 31, 2020.</i></p> <p><i>Further, the Company is in process to appoint new Chairman of the Committee</i></p>	<p>Chairperson (Independent)</p> <p>Independent</p> <p>Independent</p> <p>Executive</p>	<p>01-09-2014</p> <p>30-03-2019</p> <p>10-08-2015</p> <p>20-09-2019</p>	31-08-2020

2. Nomination & Remuneration Committee	Yes	<p>Mrs. (Dr.) Rashmi Aggarwal</p> <p>Mrs. Uma Manoj Mandavgane*</p> <p>Mr. Raj Kumar Gupta</p> <p>Mr. Susanta Kumar Panda**</p> <p>Mr. Surender Singh***</p> <p><i>*Upon completion of Second term as an Independent Director, in terms of applicable regulatory provisions, Mrs. Uma Mandavgane (DIN: 03156224) has ceased to be director and member from all the Committees in which she was member/Chairperson with effect from August 31, 2020.</i></p> <p><i>**Mr. Susanta Kumar Panda was inducted in the Committee as member pursuant to reconstitution of NRC w.e.f September 01,2020</i></p> <p><i>***Mr. Surender Singh was inducted in the Committee as member pursuant to reconstitution of NRC w.e.f September 01,2020</i></p>	<p>Chairperson (Independent)</p> <p>Independent</p> <p>Independent</p> <p>Independent</p> <p>Non-Independent</p>	<p>20-10-2015</p> <p>24-05-2016</p> <p>26-03-2020</p> <p>01-09-2020</p> <p>01-09-2020</p>	31-08-2020
3. Stakeholders Relationship Committee	Yes	<p>Mr. Amitabh Kumar</p> <p>Mrs. Uma Manoj Mandavgane*</p> <p>Mr. Raj Kumar Gupta</p> <p>Mr. Dinesh Kumar Garg</p> <p><i>*Upon completion of Second term as an Independent Director, in terms of applicable regulatory provisions, Mrs. Uma Mandavgane (DIN: 03156224) has ceased to be director and member from all the Committees in which she was member/Chairperson with effect from August 31, 2020.</i></p>	<p>Chairperson (Non-Executive-Non Independent)</p> <p>Independent</p> <p>Independent</p> <p>Executive</p>	<p>26-03-2020</p> <p>20-10-2015</p> <p>31-07-2019</p> <p>20-09-2019</p>	31-08-2020

4. Corporate Social Responsibility Committee	Yes	<p>Mr. Punit Goenka*</p> <p>Mrs. (Dr.) Rashmi Aggarwal Mr. Dinesh Kumar Garg Mr. Surender Singh</p> <p><i>*Mr. Punit Goenka (DIN: 00031263), a Non-Executive-Non-Independent Director, has tendered his resignation from the Directorship of the Company with effect from the close of business hours of July 22, 2020.</i></p>	<p>Chairperson (Non-Executive- Non Independent) Independent Executive Non-Independent</p>	<p>29-03-2019 29-03-2019 20-09-2019 01-09-2020</p>	<p>22-07-2020</p>
5. Other Committee (Finance Sub Committee)		<p>Mrs. (Dr.) Rashmi Aggarwal</p> <p>Mrs. Uma Manoj Mandavgane* Mr. Dinesh Kumar Garg Mr. Amitabh Kumar**</p> <p><i>*Upon completion of Second term as an Independent Director, in terms of applicable regulatory provisions, Mrs. Uma Mandavgane (DIN: 03156224) has ceased to be director and member from all the Committees in which she was member/Chairperson with effect from August 31, 2020.</i></p> <p><i>**Mr. Amitabh Kumar was inducted in the Committee as member pursuant to reconstitution of Finance Sub-Committee w.e.f September 01,2020</i></p>	<p>Chairperson (Independent) Independent Executive Non-Independent</p>		
<p>&amp;Category of directors means Executive/Non-Executive/Independent/Nominee if a Director fits into more than one category write all categories separating them with hyphen.</p>					

<b>III. Meeting of Board of Directors</b>					
<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>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum Gap Between any two Consecutive (in number of days)</i>
• June 27, 2020	• August 31, 2020	Yes	6	3	64 Days
<b>IV. Meeting of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee:</b>					
• NIL	NA	NA	NA	• June 27, 2020	NA
<b>Nomination &amp; Remuneration Committee:</b>					
• August 31, 2020	Yes	3	3	• June 27, 2020	64 Days
<b>Stakeholders Relationship Committee:</b>					
NIL	NA	NA	NA	NA	NA
<b>CSR Committee:</b>					
NIL	NA	NA	NA	NA	NA

*\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*

*\*\*to be filled in only for the current quarter meetings*

#### **V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

#### **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the Top 500 listed entity):**NA**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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.
5. The report submitted for the quarter ended June 30, 2020 shall be placed before Board of Directors at the ensuing meeting of the Board.

<b>ANNEXURE III</b>				
<b>VII. Affirmations</b>				
<b>Sr.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	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)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
<p><b>Note:</b>  <i>Registrar of Companies, Mumbai, Maharashtra vide its approval letter dated September 08, 2020, has accorded its approval to the Company under Section 96 of the Companies Act, 2013 allowing the Company to conduct its Annual General Meeting for the financial year ended on March 31, 2020 on or before December 31, 2020 i.e. an extension of three (3) months to hold the Annual General Meeting.</i></p> <p><i>The same information has been intimated to stock exchange on September 09, 2020</i></p>				

For **Zee Media Corporation Limited**

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**Ranjit Srivastava**

**Company Secretary & Compliance Officer**

**Membership No.: A18577**

**Place: Noida**

**Date: October 14, 2020**