

# CORPORATE GOVERNANCE REPORT

<b>General information about company</b>	
Scrip code	532794
NSE Symbol	ZEEMEDIA
MSEI Symbol	NOTLISTED
ISIN	INE966H01019
Name of the entity	ZEE MEDIA CORPORATION LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	30-06-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	KUMAR PANDA	07917003	Non-Executive - Independent	Chairperson		15-04-1959	NA		01-09-2020	01-09-2020		10	3	3	5	2		
2	Mr	KUMAR GUPTA	02223210	Director Non-Executive - Independent	Not Applicable		11-10-1946	NA		30-03-2019	30-03-2019		27	2	2	3	2		
3	Mrs	Dr.RASHMI AGGARWAL	07181938	Director Non-Executive - Independent	Not Applicable		16-10-1974	NA		10-08-2015	10-08-2018		71	3	3	8	2		
4	Mr	AMITABH KUMAR	00222260	Director Non-Executive - Non Independent Director	Not Applicable		27-09-1953	NA		26-03-2020				2	0	1	1		

<b>I. Composition of Board of Directors</b>																			
<b>Disclosure of notes on composition of board of directors explanatory</b>																			
<b>Whether the listed entity has a Regular Chairperson</b>																			
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	SURENDER SINGH	08206770	Non-Executive - Non Independent Director	Not Applicable		26-08-1956	NA		01-07-2020				3	0	2	0		
6	Mr	DINESH KUMAR GARG	02048097	Executive Director	Not Applicable		20-06-1969	NA		20-09-2019				2	0	4	1		

<b>Audit Committee Details</b>								
Whether the Audit Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	02223210	RAJ KUMAR GUPTA	Non-Executive - Independent Director	Chairperson	30-03-2019		Textual Information(1)	
2	07181938	RASHMI AGGARWAL	Non-Executive - Independent Director	Member	10-08-2015			
3	02048097	DINESH KUMAR GARG	Executive Director	Member	20-09-2019			
4	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	12-11-2020			

### Sr Text Block

Textual Information(1)

Mr. Raj Kumar Gupta, Independent Director of the Company has been elevated as the Chairman of the Audit Committee with effect from November 12, 2020.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07181938	RASHMI AGGARWAL	Non-Executive - Independent Director	Chairperson	20-10-2015		
2	02223210	RAJ KUMAR GUPTA	Non-Executive - Independent Director	Member	26-03-2020		
3	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	01-09-2020		
4	08206770	SURENDER SINGH	Non-Executive - Non Independent Director	Member	01-09-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00222260	AMITABH KUMAR	Non-Executive - Non Independent Director	Chairperson	26-03-2020		
2	02223210	RAJ KUMAR GUPTA	Non-Executive - Independent Director	Member	31-07-2019		
3	02048097	DINESH KUMAR GARG	Executive Director	Member	20-09-2019		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
1	08206770	SURENDER SINGH	Non-Executive - Non Independent Director	Chairperson	01-09-2020		
2	07181938	RASHMI AGGARWAL	Non-Executive - Independent Director	Member	29-03-2019		
3	02048097	DINESH KUMAR GARG	Executive Director	Member	20-09-2019		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	07181938	RASHMI AGGARWAL	Finance Sub-Committee	Non-Executive - Independent Director	Chairperson	
2	02048097	DINESH KUMAR GARG	Finance Sub-Committee	Executive Director	Member	
3	00222260	AMITABH KUMAR	Finance Sub-Committee	Non-Executive - Non Independent Director	Member	

<b>Annexure 1</b>							
<b>Annexure 1</b>							
<b>III. Meeting of Board of Directors</b>							
Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)				
1	03-02-2021				Yes	6	3
2	11-02-2021		7		Yes	6	3
3	31-03-2021		47		Yes	6	3
4		28-06-2021	88		Yes	6	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-02-2021				Yes	4	3
2	Audit Committee	31-03-2021	47			Yes	4	3
3	Audit Committee	28-06-2021	88			Yes	4	3
4	Nomination and remuneration committee	31-03-2021				Yes	4	3
5	Nomination and remuneration committee	28-06-2021				Yes	4	3
6	Corporate Social Responsibility Committee	11-02-2021				Yes	3	1

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	31-03-2021				Yes	3	1

<b>Annexure 1</b>		
<b>V. Related Party Transactions</b>		
Sr	Subject	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Yes
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/NA)
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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes