

Corporate Governance Report

Symbol: - ZEEMEDIA / 532794

Quarter from: - October 1, 2018

Applicability of Corporate Governance Report: - Yes

Company Name: - Zee Media Corporation Limited

Quarter to: - December 31, 2018

ISIN : INE966H01019

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 & Non Executive Independent Director	01.04.2017	-	1.9 years	2	3	1
		00001637				21 Months			
Mrs.	Uma Mandavgane	ACUPM4540P	Non - Executive Independent Director	01.09.2017	-	1.4 Years	2	1	2
		03156224				16 Months			
Mrs.	Dr. Rashmi Aggarwal	ABPPS8037H	Non - Executive Independent Director	10.08.2018	-	0.5 Years	3	4	0
		07181938				5 Months			
Mrs.	Kanta Devi Allria	AHSPD2808A	Non - Executive Independent Director	10.08.2018	14.12.2018	0.5 Years	NA	NA	NA
		07185431				5 Months			
Mr.	Rajiv Singh	AHBPS6622G	Executive Director	09.09.2016	-	2.4 years	1	1	0
		02245630				28 Months			
Mr.	Ashok Venkatramani	ADXPA6170D	Managing Director	01.07.2018	-	0.6 Years	3	4	1
		02839145				6 Months			

II. Composition of Committees					
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>DIN Nos</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>	<i>Category</i>
1. Audit Committee	Mrs. Uma Mandavgane Mr. Surjit Banga Dr. (Mrs.) Rashmi Aggarwal Mr. Ashok Venkatramani	03156224 00001637 07181938 02839145	01.09.2014 23.01.2013 10.08.2015 20.07.2018		Chairperson Member Member Member
2. Nomination & Remuneration Committee (Earlier Remuneration Committee)	Dr. (Mrs.) Rashmi Aggarwal Mr. Surjit Banga Mrs. Uma Mandavgane	07181938 00001637 03156224	20.10.2015 23.01.2013 24.05.2016		Chairperson Member Member
3. Stakeholders Relationship Committee (Earlier Share Transfer & Investor Grievance Committee)	Mr. Surjit Banga Mrs. Uma Mandavgane Mr. Ashok Venkatramani Mr. Rajiv Singh	00001637 03156224 02839145 02245630	23.01.2013 20.10.2015 20.07.2018 09.09.2016		Chairman Member Member Member
4. Risk Management Committee	Not Applicable				
5. Corporate Social Responsibility Committee	Mr. Ashok Venkatramani Mr. Surjit Banga Mrs. Kanta Devi Allria	02839145 00001637 07185431	20.07.2018 01.04.2014 20.10.2015	14.12.2018	Chairman Member Member
6. Finance Sub-Committee	Mr. Ashok Venkatramani Mr. Surjit Banga Mrs. Uma Mandavgane Mr. Rajiv Singh	02839145 00001637 03156224 02245630	20.07.2018 25.03.2013 20.10.2015 09.09.2016		Chairman Member Member Member
Notes:					
1. While dates of appointment of Independent Directors on the Board is as per their appointment in the current term, the dates of their nomination in Board Committees are in line with their original appointment as Director on the Board or member of the Committee as applicable.					
2. Pre-existing Remuneration Committee and Share Transfer & Investors Grievances Committee of the Board, respectively were renamed as Nomination & Remuneration Committee and Stakeholders Relationship Committee as per regulatory requirements. Dates of nomination of Directors on the Committee, wherever applicable, are linked to constitution and/or nomination in the Committee(s) with earlier name.					

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>		
July 20, 2018	Oct 15, 2018	86 days		
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	July 19, 2018	Oct 15, 2018	Yes	87
Stakeholders Relationship Committee	July 20, 2018	Oct 15, 2018	Yes	86
Nomination & Remuneration Committee	-	-	NA	-
Corporate Social Responsibility Committee	-	-	NA	-
Finance Sub-Committee	-	Oct 10, 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

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 December 31, 2018 shall be placed before Board of Directors at the ensuing meeting.

Note:

1. Filings relating to quarter and half year ended September 30, 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.

For **Zee Media Corporation Limited**

Pushpal Sanghavi
Company Secretary

Place:- Mumbai

Date:- January 14, 2019