

July 06, 2020

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex Bandra (E), Mumbai - 400 051 NSE - ZEEMEDIA	BSE Limited PhirozeJeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE-532794
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**Subject : Annual Secretarial Compliance Report for the Financial Year 2019-20**

Dear Sirs,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by Mr. Satish K. Shah, Practicing Company Secretaries for the Financial Year 2019 -20.

This is for your information and records.

Thanking You,

For Zee Media Corporation Limited

**RANJIT  
SRIVASTAVA**

**Ranjit Srivastava  
Company Secretary & Compliance Officer  
Membership No.-A18577**

Digitally signed by RANJIT SRIVASTAVA  
DN: c=IN, st=Uttar Pradesh, street=L 84 SECTOR 25  
NOIDA, o=Personal,  
serialNumber=59520f5b6c3f5183a71e6c193ac10fcf0d2b  
560924fb420fd40019b30d0f658, cn=RANJIT  
SRIVASTAVA,  
2.5.4.20=de3b4d3ac29b95ce911fbb9ad5bfe9e656d94b1  
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Date: 2020.07.06 21:17:13 +05'30'



Encl: as above

**Zee Media Corporation Limited**  
(Formerly Zee News Limited)

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Phone: +91-120-2511064-73 | Fax: +91-120-2515240

Regd. Office: Marathon Futurex, 14th Floor, A Wing, N M Joshi Marg, Lower Parel, Mumbai - 400013, India

Phone: +91-22-7105 5001 | Fax: +91-22-2300 2017 | www.zeenews.com | CIN: L92100MH1999PLC121506



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Mulund West, Mumbai - 400 080.

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**Satish K. Shah**

B.A., LL.B. FCS

**Company Secretary**

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

**Secretarial Compliance Report of Zee Media Corporation Limited  
For the year ended 31<sup>st</sup> March 2020**

I, Satish K. Shah, Practicing Company Secretary have examined(a) all the documents and records made available and explanation provided by the management of Zee Media Corporation Limited ("the listed entity"); (b) the filings/ submissions made by the listed entity to the stock exchanges; (c) website of the listed entity; and (d) all other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended on March 31, 2020 ("Review Period") in respect of compliance with the applicable provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing obligations and Disclosure Requirements)Regulations, 2015;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations, 2011; and

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;and  
Based on the above summation, I hereby report that, during the Review Period:

- a) The listed entity has complied with all applicable provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of the matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 7(2)(b) of SEBI PIT Regulations, 2015	SEBI vide its Order No: Order/KS/VC/2019-20/6434-6435 dated January 16, 2020, had imposed a penalty on the Listed Entity for violation of SEBI PIT Regulations by making a delayed filing of disclosures under Regulation 7(2) (b) relating to dealings in the securities of the listed entity by the Promoters i.e. 25FPS Media Private Limited with the Stock Exchanges.	The listed entity had stated the facts that it could not comply with the requirements of filling of disclosure on the only available electronic platform of Stock Exchanges, as the listed entity wasnot in receipt of all the requisite details from promoter entity required for the said filing with the stock exchanges. With the limited information available, the electronic filing could not be concluded







- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records;
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by them	Details of Violations	Details of Action taken E.g. Fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Adjudicating Officer ("AO")	As per A.O order dated January 16, 2020, the Listed Entity has Violated the provisions of Regulation 7(2)(b) of PIT Regulations, 2015.	SEBI vide its Order No: Order/KS/VC/2019-20/6434-6435 dated January 16, 2020 had imposed a penalty of Rs. 6,00,000/- (Rs. Six Lakh only) on 25FPS Media Private Limited (Promoter Entity) and Rs. 3,00,000 (Rs. Three Lakh only) on the Listed Entity (Zee Media Corporation Ltd) under Section 15A(b) of the SEBI Act on account of the deviation mentioned in clause (a) above.	The listed entity has paid the penalty of Rs. 300,000 under protest. The Listed Entity had filed an appeal against the said mentioned SEBI adjudication order. In response to the said Appeal, SEBI vide its letter dated March 13, 2020 has informed the Company that once the Adjudicating Officer had passed orders, the A.O becomes <i>functo officio</i> and any grievances with respect to such orders may be made before the appropriate forum in accordance with the provisions of securities laws.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: There is no such observations made in the previous reports:  
**Not applicable**

UDIN No. F001313B000384465



Place: Mumbai  
Date: June 26, 2020

CS Satish K. Shah  
FCS1313/CP3142