

June 29, 2021

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 Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE - 532794
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Subject: Annual Secretarial Compliance Report for the Financial Year 2020-21

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 for the Financial Year 2020 -21.

This is for your information and records.

Thanking You,

For **Zee Media Corporation Limited**



Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577

Encl: as above

Zee Media Corporation Limited
(Formerly Zee News Limited)

Corporate Office: FC-19, Sector-16A, Film City, Noida - 201301, UP, India.
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

NEELAM GUPTA & ASSOCIATES
COMPANY SECRETARIES

**SECRETARIAL COMPLIANCE REPORT
OF ZEE MEDIA CORPORATION LIMITED
FOR THE YEAR ENDED MARCH 31, 2021**

I, Neelam Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by 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,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

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



S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Disclosure under Regulation 30(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of revision in credit rating to be made within 24 hours of information.	The corporate announcement made by the Listed Entity to Stock Exchanges on July 6, 2020 regarding revision of the credit rating of the Company was delayed by two days.	The Listed Entity was advised by the National Stock Exchange to take abundant caution in future in reporting such instances to stock exchanges.
2.	As per Regulation 33(3) (d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to submit the financial results for the quarter ended June 30, 2020 on the consolidated basis, duly reviewed by the Statutory Auditors of the Company, on or before September 15, 2020 (including one month extension granted by SEBI due to COVID Pandemic)	Delay in submission of Un-audited Financial results for the quarter ended June 30, 2020 by 45 days.	The Un-audited Financial results of the Company for the quarter ended June 30, 2020 were submitted to stock exchanges on October 30, 2020, whereas the last date for submission was September 15, 2020. Fine for non-compliance of Regulation 33 was imposed by the stock exchanges and paid by the Listed Entity.

(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/our 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	Actions Taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited and BSE Limited	The Company was required to submit financial results for the quarter ended June 30, 2020 on the consolidated basis, duly reviewed by the Statutory Auditors of the Company, on or before September 15, 2020 (inclusive of one month extension granted by SEBI due to Covid) as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Financial results were submitted on October 30, 2020, with a delay of 45 days.	Both National Stock Exchange and BSE Limited imposed fine of Rs. 2,25,000/- each on the Listed Entity for the period of delay. The fine was deposited by the Listed Entity with the stock exchanges.	No further action is required to be taken by the Company.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Disclosure under Regulations 7(2)(a) and (b) of Securities and Exchange Board of India (Prohibition of Insider Trading)	The listed entity has paid the penalty of Rs. 300,000/- under protest. The Listed Entity had filed an appeal against the	Penalty imposed was duly paid.	No comments required.



	<p>Regulations, 2015 required that dealings in securities of the Listed Entity done by its promoter entities were to be notified to the exchanges within two trading days by the said promoter entities and by the Listed Entity within two trading days by of becoming aware of the said information. There was delay in notifying the transactions to the exchanges and SEBI imposed penalty on the Listed Entity and the promoter entities involved.</p>	<p>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 functo officio and any grievances with respect to such orders may be made before the appropriate forum in accordance with the provisions of securities laws.</p>		
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For Neelam Gupta & Associates
Company Secretaries



FCS No.: 3135
C P No.: 6950
P R No. : 747/2020
UDIN: F003135C000542190

Place: New Delhi
Date: June 29, 2021