



**Secretarial Compliance Report of
Zee Media Corporation Limited
For the year ended on March 31, 2019**

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, 2019 ("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 examination, 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;

(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) No penal/regulatory actions were 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



Place: Mumbai
Date: May 14, 2019.


CS Satish K. Shah
FCS1313/CP3142