

December 14, 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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Sub.: Declaration of Voting Results of the Postal Ballot Notice dated November 12, 2021

(read with Corrigendum to Notice dated November 25, 2021) ('Notice')

- Ref.:**
- **Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');** and
 - **Our intimations dated November 12, 2021, November 14, 2021, November 15, 2021 and November 26, 2021**

Dear Sir/ Madam,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company conducted the Postal Ballot through remote e-voting process, seeking approval of its members for the below matter as set out in the Notice of Postal Ballot.

1. Alteration of Memorandum of Association of the Company;
2. Adoption of newly substituted Articles of Association of the Company;
3. Issue of upto 13,50,00,000 (Thirteen Crores and Fifty Lakhs) warrants, each convertible into, or exchangeable for, one fully paid equity share of the company within a period of 18 (Eighteen months) from the date of allotment of warrants, in accordance with the applicable law ("warrants") to the entity forming part of promoter group of the company, on preferential basis; and
4. To approve the terms of settlement with Diligent Media Corporation Limited.

Pursuant to Regulation 30 of Listing Regulations, we wish to inform you that the aforesaid Special/Ordinary resolutions as set out in the Notice, have been passed by the members of the Company with requisite majority on December 14, 2021 *(being the last date of receiving e-voting under the Postal Ballot)*.

The Voting Results as required under Regulation 44 of Listing Regulations along with the Scrutinizer's Report dated December 14, 2021, issued pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, are enclosed herewith.



Zee Media Corporation Limited

Corporate Office: FC-9, Sector-16A, Film City, Noida - 201301, UP, India.

Phone: +91-120-2511064-73

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

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

The Result of the Postal Ballot along with the Scrutinizer's Report will be available on the Company's website at www.zeemedia.in and also on the website of National Securities Depository Limited at www.evoting.nsdl.com

You are requested to take the same on record.

Thanking You,
For **Zee Media Corporation Limited**



Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577



Encl.:

- 1. Voting Results as required under Regulation 44 of Listing Regulations; and*
- 2. Report of Scrutinizer dated December 14, 2021, issued pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014*

Zee Media Corporation Limited

Corporate Office: FC-9, Sector-16A, Film City, Noida - 201301, UP, India.

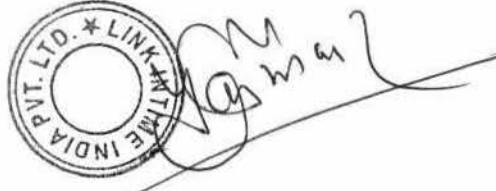
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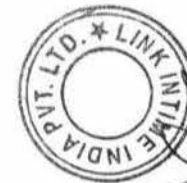
Zee Media Corporation Limited

Resolution Required : (Special)		1 - Alteration of Memorandum of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	53304610	53304610	100.0000	53304610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53304610	100.0000	53304610	0	100.0000	0.0000
Public Institutions	E-Voting	53189278	47532815	89.3654	47532815	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47532815	89.3654	47532815	0	100.0000	0.0000
Public Non Institutions	E-Voting	518934792	233908845	45.0748	231995164	1913681	99.1819	0.8181
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		233908845	45.0748	231995164	1913681	99.1819	0.8181
Total		625428680	334746270	53.5227	332832589	1913681	99.4283	0.5717



Zee Media Corporation Limited

Resolution Required : (Special)			2 - Adoption of newly Substituted Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	53304610	53304610	100.0000	53304610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53304610	100.0000	53304610	0	100.0000	0.0000
Public Institutions	E-Voting	53189278	47532815	89.3654	47532815	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47532815	89.3654	47532815	0	100.0000	0.0000
Public Non Institutions	E-Voting	518934792	233904778	45.0740	231989809	1914969	99.1813	0.8187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		233904778	45.0740	231989809	1914969	99.1813	0.8187
Total		625428680	334742203	53.5220	332827234	1914969	99.4279	0.5721



Zee Media Corporation Limited

Resolution Required : (Special) 3 - Issue of Upto 13,50,00,000 (Thirteen Crores And Fifty Lakh) Warrants, each convertible into, or exchangeable for, One Fully Paid Equity Share of the Company within a Period Of 18 (Eighteen Months) from the date of Allotment of Warrants, In Accordance with the Applicable Law ("Warrants") to the Entity forming part of Promoter Group of the Company, on Preferential basis.

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group*	E-Voting	53304610	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	53189278	47532815	89.3654	4500000	43032815	9.4671	90.5329
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47532815	89.3654	4500000	43032815	9.4671	90.5329
Public Non Institutions	E-Voting	518934792	233908303	45.0747	218271992	15636311	93.3152	6.6848
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		233908303	45.0747	218271992	15636311	93.3152	6.6848
Total		625428680	281441118	44.9997	222771992	58669126	79.1540	20.8460

Note:

* Promoter and Promoter group e-voting has not been considered



[Handwritten Signature]

Zee Media Corporation Limited

Resolution Required : (Ordinary)		4 - To Approve the Terms of Settlement with Diligent Media Corporation Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group*	E-Voting	53304610	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	53189278	47532815	89.3654	4500000	43032815	9.4671	90.5329
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47532815	89.3654	4500000	43032815	9.4671	90.5329
Public Non Institutions	E-Voting	518934792	233850883	45.0636	218293906	15556977	93.3475	6.6525
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		233850883	45.0636	218293906	15556977	93.3475	6.6525
Total		625428680	281383698	44.9905	222793906	58589792	79.1780	20.8220

Note:

* Promoter and Promoter group e-voting has not been considered



JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

ON POSTAL BALLOT E-VOTING OF ZEE MEDIA CORPORATION LIMITED

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,
Zee Media Corporation Limited**
14th Floor, A Wing,
Marathon Futurex, N M Joshi Marg,
Lower Parel, Mumbai – 400 013
{CIN: L92100MH1999PLC121506}

Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolutions contained in the Postal Ballot Notice dated November 12, 2021 read with corrigendum to the Postal Ballot Notice dated November 25, 2021 ('Notice').

Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005 Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Zee Media Corporation Limited ('the Company') at their Board Meeting held on November 12, 2021 for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated November 12, 2021 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has prescribed guidelines for holding general meetings/conducting postal ballot process through e-voting vide its General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021, respectively ('MCA Circulars') and in compliance with the applicable provisions of the Act and Regulation 44 of the Securities And Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), for the time being in force (including any statutory modification(s) or re-enactments thereof), the resolutions as appended below were put before the Member(s) of the Company for Voting through Postal Ballot mechanism. The voting was allowed by remote e-voting only and no physical postal ballot forms were dispatched to the members, in terms of applicable provisions.



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The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means, by the members on the Resolutions proposed in the Postal Ballot Notice dated November 12, 2021, is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited ('NSDL'), the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby report as under:

1. The Company appointed/engaged NSDL, the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent only through electronic mode to all the members whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants.
3. The Company has published an advertisement on November 13, 2021 informing the shareholders/Members about the Postal ballot/E-voting in 'Business Standard' (All Editions) in English and 'Nav Shakti' (Mumbai Edition) in Marathi.
4. The Company has also published an advertisement on November 15, 2021 about the dispatch of Notice through electronic mode only in 'Business Standard' (All Editions) in English and 'Nav Shakti' (Mumbai Edition) in Marathi.
5. The Company dispatched the Notice by email on November 14, 2021, to members whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date *i.e.* November 11, 2021. Members as on cut-off date were considered for dispatch of Notice and entitled to vote on the Resolutions as set out at item nos. 1 to 4 in the said Notice ('Resolutions').
6. The Company also issued 'Corrigendum to Notice' and 'Corrigendum' in the Newspaper Business Standard (All Editions) in English and Nav Shakti (Mumbai Edition) in Marathi on November 26, 2021 issued to inform the Shareholders of the Company regarding correction / clarification in the explanatory statement, with respect to item no. 4.
7. The voting through remote e-voting facility commenced on November 15, 2021 at 9:00 A.M. (IST) and concluded on December 14, 2021 at 5:00 P.M. (IST), being the last date for remote e-voting. The voting during this period was considered for my scrutiny.
8. Pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014, the remote e-voting on NSDL website was unblocked by me on December 14, 2021 at 05:02 P.M. (IST) in the presence of two independent witnesses viz. Mr. Punit Jain and Ms. Priti Bansal, who are not in employment of the Company.



9. I hereby report that **756** Equity Shareholders holding in aggregate **334746270** Equity shares availed remote E-voting facility to cast their votes on the Resolutions proposed in the Notice.

10. The results of voting are as under:

a) As a Special Resolution

Item No.1: Alteration of Memorandum of Association of the Company

Particulars	No. of Members	No. of Votes
Total E-Voting received	756	334746270
Less : Invalid E-Voting received	-	-
Total valid E-Voting received	756	334746270

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	674	332832589	99.4283	82	1913681	0.5717

b) As a Special Resolution

Item No. 2 : Adoption of newly substituted Articles of Association of the Company

Particulars	No. of Members	No. of Votes
Total E-Voting received	752	334742203
Less : Invalid E-Voting received	-	-
Total valid E-Voting received	752	334742203

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	670	332827234	99.4279	82	1914969	0.5721



c) As a Special Resolution

Item No. 3 : Issue of upto 13,50,00,000 (Thirteen Crores and Fifty Lakhs) warrants, each convertible into, or exchangeable for, one fully paid equity share of the company within a period of 18 (Eighteen months) from the date of allotment of warrants, in accordance with the applicable law ("warrants") to the entity forming part of promoter group of the company, on preferential basis;

Particulars	No. of Members	No. of Votes
Total E-Voting received	752	334745728
Less : Invalid E-Voting received*	4	53304610
Total valid E-Voting received	748	281441118

* Promoters' e-voting invalidated being interested

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	631	222771992	79.1540	117	58669126	20.8460

d) As an Ordinary Resolution

Item No. 4 : To approve the terms of settlement with Diligent Media Corporation Limited

Particulars	No. of Members	No. of Votes
Total E-Voting received	753	334688308
Less : Invalid E-Voting received*	4	53304610
Total valid E-Voting received	749	281383698

* Promoters' e-voting invalidated being interested

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	655	222793906	79.1780	94	58589792	20.8220



Based on the above results, above Special/Ordinary Resolutions in Item No. 1 to Item No. 4 mentioned herein above proposed to the Members of Zee Media Corporation Limited stand passed as Special/Ordinary Resolutions with requisite majority on December 14, 2021.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Special/Ordinary Resolutions mentioned in the Notice.

All registers, relevant records and other papers related to e-voting which are in my safe custody have been handed over to the Company Secretary of the Company for safe keeping, to the extent applicable.

Thanking you,

Yours faithfully,

For Jayant Gupta & Associates



Jayant Gupta
Proprietor

Membership No. : F7288
PCS No. : 9738
PR No. : 759/2020
UDIN : F007288C001764626

Place: Delhi

Date: December 14, 2021