

**September 30, 2022**

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 NSE Symbol : ZEEMEDIA	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 Scrip Code : 532794
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**Subject: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Proceedings of 23<sup>rd</sup> Annual General Meeting of the Company held today viz. September 30, 2022 & Voting Results thereof**

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform you that the 23<sup>rd</sup> Annual General Meeting ('AGM') of the Company was held today i.e. Friday, September 30, 2022 at 11:30 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), in accordance with the circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') in this regard and the business(es) mentioned in the Notice dated August 30, 2022 convening the AGM were transacted at the said AGM.

Mr. Susanta Kumar Panda, Chairman of the Board of Directors of the Company was the Chairman for the AGM of the Company. Requisite quorum being present, the meeting was called to order at 11:30 A.M.

**In this regard, please find enclosed the following:**

1. Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as **Annexure 1**;
2. Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations as **Annexure 2**; and
3. Consolidated Report of the Scrutinizer dated September 30, 2022, on remote e-voting and e-voting at the AGM as **Annexure 3**.



**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



The above results will also be available on the website of the Company (i.e. [www.zeemedia.in](http://www.zeemedia.in)) and on the website of National Securities Depository Limited (i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

This is for your information and record.

Thanking you.

For **Zee Media Corporation Limited**

**Ranjit Srivastava**  
**Company Secretary & Compliance Officer**  
Membership No. A18577  
Contact No.: + 91-120-715 3000



Encl. as above

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**ZEE१४ तास** | **ZEE मध्य प्रदेश छत्तीसगढ़** | **ZEE उत्तर प्रदेश उत्तराखंड** | **ZEE२४ ३६५** | **ZEE राजस्थान** | **ZEE बिहार झारखंड** | **ZEE पंजाब हरियाणा हिमाचल** | **ZEE कर्नाट NEWS** | **ZEE२४ घण्टे**



## Annexure 1

### SUMMARY OF PROCEEDINGS OF THE 23<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY

The 23<sup>rd</sup> Annual General Meeting ("AGM") of the Company was held today viz. Friday, the 30<sup>th</sup> day of September, 2022, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in accordance with the applicable provisions of Companies Act, 2013 read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and also in terms of the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, from time to time in this regard.

Mr. Ranjit Srivastava, Company Secretary & Compliance Officer welcomed the members and other attendees at the 23<sup>rd</sup> Annual General Meeting. All the Directors were present for the meeting through Video Conferencing mode, from the Corporate Office of the Company at Noida. The representatives of the Statutory Auditors, Secretarial Auditors, Cost Auditors and Internal Auditors, were also present through Video Conferencing mode.

The Company Secretary informed the Members that the Company has taken all requisite steps to enable Members to participate through Video Conference and vote at the AGM.

The Company Secretary informed the Members that the Company had provided the facility to cast the votes electronically, on all the resolutions set forth in the Notice convening the meeting. In accordance with Regulation 44 of Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had extended the E-voting facility to the Members of the Company in respect of all the businesses to be transacted at the AGM, through the electronic voting platform of National Securities Depository Limited ('NSDL'). It was further informed that the Remote E-voting commenced from September 26, 2022 at 9:00 A.M. (IST) and ended on September 29, 2022 at 5:00 P.M. (IST).

Members who had not cast their votes electronically earlier, as well as members who were participating in the meeting would be able to cast their votes during the meeting and 15 minutes after the conclusion of meeting through the e-voting system provided by NSDL. The Company Secretary informed the Members that the requisite Registers and documents referred to in the Notice calling the 23<sup>rd</sup> AGM were available for inspection electronically on the website of the Company and through the link of NSDL.

Thereafter, the Company Secretary introduced the following Directors, attending the AGM of the Company.



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Name	Designation
Mr. Susanta Kumar Panda	Independent Director & Chairman of the Board
Mr. Raj Kumar Gupta	Independent Director and Chairman of the Audit Committee and the Nomination & Remuneration Committee
Mr. Amitabh Kumar	Non- Executive Director and Chairman of the Stakeholder's Relationship Committee
Ms. Swetha Gopalan	Independent Women Director
Mr. Surender Singh	Non-Executive Director and Chairman of the Corporate Social Responsibility Committee
Mr. Dinesh Kumar Garg	Executive Director Finance & Chief Financial Officer (CFO)

The requisite quorum being present through Video Conference, the Mr. Susanta Kumar Panda, Chairman of the AGM called the meeting to order. Mr. Panda addressed the members' *inter-alia* informing them about the business performance, outlook, etc. of the Company.

The Notice convening the AGM of the Company was taken as read with the permission of the members of the Company as the same was earlier circulated to the Members. The Company Secretary read the Auditors' qualification and the management response thereon.

Thereafter, the Question & Answer (Q&A) forum was opened for the registered speakers to seek clarification or offer any comments related to the resolutions or Financial Statements and Operations of the Company. Total 12 speaker shareholders raised queries / made comments on the financial performance and other relevant matters for which necessary clarifications and responses were provided by Mr. Dinesh Kumar Garg, Executive Director Finance & Chief Financial Officer.

The members were further informed, that Mr. Jayant Gupta (Membership No. F7288), Company Secretary, proprietor of Jayant Gupta & Associates, has been appointed as scrutinizer to scrutinize the vote cast through the remote e-voting platform and e-voting at the AGM. The consolidated results of remote e-voting and voting at the AGM would be announced after the AGM and the Results along with the Scrutinizer's report would be uploaded on website of the Company and on the website of NSDL and the same shall also be intimated to the Stock Exchanges. The Company had provided remote e-voting facility offered by NSDL for Equity Shareholders as on cut-off date of September 23, 2022 to cast their votes electronically on all Agenda items proposed in the Notice of this AGM and also extended the said e-voting facility at the AGM.

Mr. Ranjit Srivastava, Company Secretary, thereafter, informed the Members that e-voting on the NSDL platform would continue for a period of 15 minutes to enable the Members to cast their votes.

The Chairman thanked all the Members for their participation at the AGM and for their constructive suggestions and observations.




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ZEE मध्य प्रदेश  
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ZEE २४ इलाक

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ZEE बिहार  
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हिमाचल

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NEWS

ZEE २४ घण्टे



Zee Media Corporation Limited									
Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon and the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the report of the Auditors thereon.							
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	27120284	27120284	100.0000	27120284	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>27120284</b>	<b>100.0000</b>	<b>27120284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	52846379	40854495	77.3080	36213419	4641076	88.6400	11.3600	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>40854495</b>	<b>77.3080</b>	<b>36213419</b>	<b>4641076</b>	<b>88.6400</b>	<b>11.3600</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	545462017	196946318	36.1063	196766496	179822	99.9087	0.0913	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>196946318</b>	<b>36.1063</b>	<b>196766496</b>	<b>179822</b>	<b>99.9087</b>	<b>0.0913</b>	<b>0.0000</b>
<b>Total</b>		<b>625428680</b>	<b>264921097</b>	<b>42.3583</b>	<b>260100199</b>	<b>4820898</b>	<b>98.1803</b>	<b>1.8197</b>	<b>0</b>



## Zee Media Corporation Limited

Resolution Required : (Ordinary)      2 - To re-appoint Mr. Surender Singh (Director Identification Number: 08206770), as Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment

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

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against	No. of votes
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled	Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	27120284	27120284	100.0000	27120284	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>27120284</b>	<b>100.0000</b>	<b>27120284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	52846379	41046010	77.6704	40907036	138974	99.6614	0.3386	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>41046010</b>	<b>77.6704</b>	<b>40907036</b>	<b>138974</b>	<b>99.6614</b>	<b>0.3386</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	545462017	196946317	36.1063	196757575	188742	99.9042	0.0958	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>196946317</b>	<b>36.1063</b>	<b>196757575</b>	<b>188742</b>	<b>99.9042</b>	<b>0.0958</b>	<b>0.0000</b>
<b>Total</b>		<b>625428680</b>	<b>265112611</b>	<b>42.3889</b>	<b>264784895</b>	<b>327716</b>	<b>99.8764</b>	<b>0.1236</b>	<b>0</b>



## Zee Media Corporation Limited

**Resolution Required : (Ordinary)** 3 - To re-appoint M/s. Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089) as the Statutory Auditors of the Company and fix their remuneration

**Whether promoter/ promoter group are interested in the agenda/resolution?** No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	27120284	27120284	100.0000	27120284	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>27120284</b>	<b>100.0000</b>	<b>27120284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	52846379	41046010	77.6704	41045174	836	99.9980	0.0020	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>41046010</b>	<b>77.6704</b>	<b>41045174</b>	<b>836</b>	<b>99.9980</b>	<b>0.0020</b>	<b>0</b>
Public Non Institutions	E-Voting	545462017	196946317	36.1063	196761404	184913	99.9061	0.0939	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>196946317</b>	<b>36.1063</b>	<b>196761404</b>	<b>184913</b>	<b>99.9061</b>	<b>0.0939</b>	<b>0</b>
<b>Total</b>		<b>625428680</b>	<b>265112611</b>	<b>42.3889</b>	<b>264926862</b>	<b>185749</b>	<b>99.9299</b>	<b>0.0701</b>	<b>0</b>





## Zee Media Corporation Limited

Resolution Required : (Ordinary)

4 - To ratify the Remuneration of Cost Auditors for the Financial Year 2022-23

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

No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	27120284	27120284	100.0000	27120284	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>27120284</b>	<b>100.0000</b>	<b>27120284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	52846379	41046010	77.6704	41046010	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>41046010</b>	<b>77.6704</b>	<b>41046010</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	545462017	196946288	36.1063	196765874	180414	99.9084	0.0916	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>196946288</b>	<b>36.1063</b>	<b>196765874</b>	<b>180414</b>	<b>99.9084</b>	<b>0.0916</b>	<b>0</b>
<b>Total</b>		<b>625428680</b>	<b>265112582</b>	<b>42.3889</b>	<b>264932168</b>	<b>180414</b>	<b>99.9319</b>	<b>0.0681</b>	<b>0</b>





## Zee Media Corporation Limited

Resolution Required : (Ordinary)

5 - To re-appoint Mr. Dinesh Kumar Garg (Director Identification Number: 02048097) as a Whole Time Director 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	27120284	27120284	100.0000	27120284	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>27120284</b>	<b>100.0000</b>	<b>27120284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	52846379	41046010	77.6704	36080600	4965410	87.9028	12.0972	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>41046010</b>	<b>77.6704</b>	<b>36080600</b>	<b>4965410</b>	<b>87.9028</b>	<b>12.0972</b>	<b>0</b>
Public Non Institutions	E-Voting	545462017	196946317	36.1063	196756792	189525	99.9038	0.0962	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>196946317</b>	<b>36.1063</b>	<b>196756792</b>	<b>189525</b>	<b>99.9038</b>	<b>0.0962</b>	<b>0</b>
<b>Total</b>		<b>625428680</b>	<b>265112611</b>	<b>42.3889</b>	<b>259957676</b>	<b>5154935</b>	<b>98.0556</b>	<b>1.9444</b>	<b>0</b>



## Zee Media Corporation Limited

Resolution Required : (Ordinary)

6 - To approve payment of commission to Non-Executive Directors (including Independent Directors) 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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	27120284	27120284	100.0000	27120284	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>27120284</b>	<b>100.0000</b>	<b>27120284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	52846379	41046010	77.6704	41046010	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>41046010</b>	<b>77.6704</b>	<b>41046010</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	545462017	196944818	36.1061	196719207	225611	99.8854	0.1146	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>196944818</b>	<b>36.1061</b>	<b>196719207</b>	<b>225611</b>	<b>99.8854</b>	<b>0.1146</b>	<b>0.1146</b>
<b>Total</b>		<b>625428680</b>	<b>265111112</b>	<b>42.3887</b>	<b>264885501</b>	<b>225611</b>	<b>99.9149</b>	<b>0.0851</b>	<b>0</b>





**Details of the Participation and Agenda items transacted at the Annual General Meeting of the Company held on September 30, 2022 are as follows:**

Description	Particulars
Date of Annual General Meeting	September 30, 2022
Total number of Shareholders on record date (i.e the cut-off date for determining the Shareholders entitled to Remote E-Voting / E-Voting during AGM – September 23, 2022)	183,875
<b>Total Number of Shareholders present in the meeting through Video Conferencing</b>	
a) Promoters & Promoter Group	4
b) Public	64

<b>Resolution No. 1</b>	<u>Ordinary Resolution:</u> To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon and the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the report of the Auditors thereon.
<b>Type of Business</b>	Ordinary Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

<b>Resolution No. 2</b>	<u>Ordinary Resolution:</u> To re-appoint Mr. Surender Singh (Director Identification Number: 08206770), as Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment.
<b>Type of Business</b>	Ordinary Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

<b>Resolution No. 3</b>	<u>Ordinary Resolution:</u> To re-appoint M/s. Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089) as the Statutory Auditors of the Company and fix their remuneration.
<b>Type of Business</b>	Ordinary Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

<b>Resolution No. 4</b>	<u>Ordinary Resolution:</u> To ratify the Remuneration of Cost Auditors for the Financial Year 2022-23.
<b>Type of Business</b>	Special Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

<b>Resolution No. 5</b>	<u>Ordinary Resolution:</u> To re-appoint Mr. Dinesh Kumar Garg (Director Identification Number: 02048097) as a Whole Time Director of the Company.
<b>Type of Business</b>	Special Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

**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





<b>Resolution No. 6</b>	<b>Ordinary Resolution:</b> To approve payment of commission to Non-Executive Directors (including Independent Directors) of the Company.
<b>Type of Business</b>	Special Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

The Chairperson also informed the Members that proceedings of the present AGM finished at 12:27 P.M and that the e-voting platform shall remain open till 12:42 P.M, post which the process of counting of votes shall be initiated, in terms of applicable provisions of law. 68 Shareholders were present in the AGM through Video Conferencing.

Mr. Jayant Gupta, Proprietor of M/s Jayant Gupta & Associates, who was appointed as the Scrutinizer submitted his combined report on Remote e-voting and e-voting during the Annual General Meeting, dated September 30, 2022 to the Chairman of the Annual General Meeting.

Basis the combined report of the Scrutinizer dated September 30, 2022, all the resolutions have been passed with requisite majority. Copy of the Scrutinizer's report along with requisite particulars of Remote E-Voting and E-voting conducted during the Annual General Meeting Results as per Regulation 44(3) of the Listing Regulations is enclosed herewith for your information and record.

Thanking you.

Yours Sincerely,

For Zee Media Corporation Limited



**Ranjit Srivastava**  
**Company Secretary & Compliance Officer**  
 Membership No. A18577  
 Contact No.: + 91-120-715 3000



Encl: a/a

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# JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

**SCRUTINIZER'S REPORT FOR E-VOTING OF ZEE MEDIA CORPORATION LIMITED**  
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies  
(Management and Administration) Rules, 2014]

To,

**The Chairman,**  
**23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of**  
**Zee Media Corporation Limited**  
**{CIN: L92100MH1999PLC121506}**  
14<sup>th</sup> Floor, A Wing, Marathon Futurex,  
N M Joshi Marg, Lower Parel,  
Mumbai - 400013, Maharashtra

**Sub: Consolidated Result of Voting conducted through Remote Electronic Voting and Electronic Voting for the 23<sup>rd</sup> Annual General Meeting (AGM) of Zee Media Corporation Limited held on Friday, September 30, 2022 at 11.30 A.M. (IST) through video conferencing/other audio-visual means**

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 the Board Meeting held on August 30, 2022 for the purpose of scrutinizing the Remote E-Voting that commenced on Monday, September 26, 2022 at 9:00 A.M. (IST) and ended on Thursday, September 29, 2022 at 5:00 P.M. (IST) and E-voting at the 23<sup>rd</sup> Annual General Meeting ('AGM') of Zee Media Corporation Limited held on September 30, 2022 at 11.30 A.M. (IST) through video conferencing /other audio visual means, as per the Notice dated August 30, 2022 calling the 23<sup>rd</sup> Annual General Meeting of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means, by the shareholders on the Resolutions proposed in the Notice calling the 23<sup>rd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and electronic voting, at the virtual meeting, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the Resolutions, based on the reports generated from the remote electronic voting system and electronic voting system of National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company.

Since this AGM was held through VC / OAVM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the members was dispensed with. The deemed venue of the AGM is the Registered Office of the Company.





I hereby report as under:

1. The Company has through National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company, dispatched the Notice calling the AGM of the Company along with the Annual Report of the Company for the Financial Year 2021-22, along with e-voting instructions to 166,941 Shareholders, whose email addresses were registered with the Company/ Depository Participants / Depositories, by E-mail only, on September 7, 2022 as per the records of the shareholders of the Company as on September 2, 2022, pursuant to the circulars issued by the Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars").
2. In terms of the requirement of Circular No. 20/2020 dated May 5, 2020, issued by the Ministry of Corporate Affairs, the Company has duly given a Public Notice by way of an advertisement in two newspapers viz. "Business Standard" in English and "Navshakti" (Mumbai Edition) in Marathi on August 31, 2022, specifying that the Annual General Meeting will be held through VC or OAVM facility and also specifying other requirements as enumerated in the aforementioned circular.
3. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had released an advertisement, published in nationwide edition of English Newspaper viz. 'Business Standard' and in Mumbai Edition of Marathi Newspaper viz. 'Navshakti' on September 08, 2022 regarding Notice calling the 23<sup>rd</sup> AGM of the Company and information pertaining to the E-voting.
4. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided the facility of voting to 183,875 shareholders, holding equity shares of the Company, to cast votes electronically upto September 29, 2022 through remote e-voting on NSDL platform and by means of E-voting at the 23<sup>rd</sup> AGM through NSDL platform. The entitlement to voting by equity Shareholders was determined on the basis of equity shareholding as on the cut-off date i.e. September 23, 2022.
5. The Company provided the facility of electronic remote e-voting to the eligible shareholders of the Company from Monday, September 26, 2022 at 9:00 A.M. (IST) upto Thursday, September 29, 2022 at 5:00 P.M. (IST) through the platform of National Securities Depository Limited ("NSDL"), by accessing through <https://www.evoting.nsdl.com>. NSDL has been engaged by the Company as the service provider for providing facility of e-voting to the shareholders of the Company.
6. At the 23<sup>rd</sup> AGM of the Company held on September 30, 2022, E-voting was announced on all the resolutions, to facilitate the members present in the meeting to vote, through VC/OAVM mode, who could not record their votes through remote e-voting process earlier. NSDL was the service provider of the facility of voting to the shareholders through E-Voting. The Board of Directors of the Company had appointed me as the Scrutinizer for the same as well. The NSDL e-voting platform was re-opened during the AGM and kept open fifteen minutes after the conclusion of the AGM for E-Voting by members.
7. Pursuant to Rule 20(xi) of Companies (Management and Administration) Rules, 2014, the E-Voting on NSDL Website was unblocked on September 30, 2022 at 12:55 P.M. in the presence of





two independent witnesses viz. Mr. Punit Jain and Ms. Monika Ahuja, who are associated with me and not in employment of the Company.

8. Based on the reports generated from the Remote E-Voting system provided by NSDL and E-voting conducted during the AGM through NSDL platform, I submit the consolidated results of Remote E-Voting and E-voting conducted during the AGM as under:

**a) As an Ordinary Resolution- Item No.1**

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon and the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the report of the Auditors thereon

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	569	264921097	535	260100199	98.1803	34	4820898	1.8197

**b) As an Ordinary Resolution – ItemNo.2**

To re-appoint Mr. Surender Singh (Director Identification Number: 08206770), as Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	569	265112611	530	264784895	99.8764	39	327716	0.1236

**c) As an Ordinary Resolution – Item No. 3**

To re-appoint M/s. Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089) as the Statutory Auditors of the Company and fix their remuneration

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	569	265112611	535	264926862	99.9299	34	185749	0.0701

**d) As an Ordinary Resolution – ItemNo.4**

To ratify the Remuneration of Cost Auditors for the Financial Year 2022-23

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	569	265112582	539	264932168	99.9319	30	180414	0.0681



e) As an Ordinary Resolution – Item No.5

To re-appoint Mr. Dinesh Kumar Garg (Director Identification Number: 02048097) as a Whole Time Director of the Company

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	569	265112611	519	259957676	98.0556	50	5154935	1.9444

f) As an Ordinary Resolution – Item No.6

To approve payment of commission to Non-Executive Directors (including Independent Directors) of the Company

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	569	265111112	500	264885501	99.9149	69	225611	0.0851

Based on the above, all the above Resolutions stand passed under E-Voting and E-Voting conducted at AGM, with the requisite majority.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through Remote E-Voting and E-voting at AGM. I shall be arranging to hand over these records to Mr. Ranjit Srivastava, Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,

For Jayant Gupta & Associates

  
Jayant Gupta  
Proprietor  
Membership No.: F7288  
PCS No. : 9738  
PR No. : 759/2020  
UDIN: F007288D001096409



Place: New Delhi  
Date: September 30, 2022