

**December 29, 2020**

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001.
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**Subject: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  
Proceedings of 21<sup>st</sup> Annual General Meeting of the Company held today viz. December 29, 2020 & Voting Results thereof**

Dear Sir,

This is to inform you that the 21<sup>st</sup> Annual General Meeting ("AGM") of the Company was held today *i.e.* Tuesday, December 29, 2020 at 11:30 a.m. (IST) through Video Conferencing / Other Audio Visual Means, in accordance with the circular(s) issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India ("SEBI") in this regard. The business(es) mentioned in the Notice dated November 12, 2020 convening the AGM, were duly transacted at the AGM.

Mr. Susanta Kumar Panda, Chairman of the Board of Directors of the Company was the Chairman for the 21<sup>st</sup> Annual General Meeting of the Company. Requisite quorum being present, the meeting was called to order at 1130 Hrs.

**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 December 29, 2020, on remote e-voting and electronic voting at the AGM as **Annexure 3**.

The above results will also be available on the website of the Company (i.e. [www.zeenews.com](http://www.zeenews.com)) 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  
*Encl. as above*



**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](http://www.zeenews.com) | CIN: L92100MH1999PLC121506

**Annexure 1**

**SUMMARY OF PROCEEDINGS OF THE 21<sup>st</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

The 21<sup>st</sup> Annual General Meeting ("AGM") of the Company was held today viz. Tuesday, the 29<sup>th</sup> day of December, 2020, through Video Conferencing / Other Audio Visual Means in accordance with the applicable provisions of Companies Act, 2013 read with the Rules thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 21<sup>st</sup> Annual General Meeting. All Directors were present for the meeting through Video Conferencing mode. The representative of the Statutory and Secretarial Auditors were also present through Video Conferencing mode. Mr. Dinesh Kumar Garg, Executive Director Finance & Chief Financial Officer of the Company and Mr. Sudhir Chaudhary, Chief Executive Officer of the Company, 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 resolutions set forth in the Notice convening the meeting. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Annual General Meeting, through the electronic voting platform of National Securities Depository Limited ("NSDL"). It was further informed that the Remote E-voting commenced from December 25, 2020 at 9:00 A.M. (IST) and ended on December 28, 2020 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 necessary Registers and documents referred to in the Notice calling the 21<sup>st</sup> AGM were available for inspection electronically on the website of the Company and through the link of NSDL.



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

Name	Designation
Mr. Susanta Kumar Panda	Independent Director Chairman of Board
Mr. Raj Kumar Gupta	Independent Director and Chairman of - Audit Committee
Dr. (Mrs.) Rashmi Aggarwal	Independent Director Chairman of – Nomination & Remuneration Committee
Mr. Amitabh Kumar	Non- Executive Director Chairman of – Stakeholder’s Relationship Committee
Mr. Surender Singh	Non-Executive Director Chairman of – Corporate Social Responsibility Committee
Mr. Dinesh Kumar Garg	Executive Director Finance & Chief Financial Officer(CFO)
Mr. Sudhir Chaudhary	Chief Executive Officer

The requisite quorum being present through Video Conference, the Chairman called the meeting to order. The Shareholders of the Company were informed about the business performance, outlook, etc.

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.

Thereafter, Mr. Ranjit Srivastava, Company Secretary, opened the Question & Answer (Q&A) forum for the registered speakers to seek clarification or offer any comments related to the resolutions or Financial Statements and Operations of the Company. Total 16 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 and Mr. Sudhir Chaudhary, Chief Executive Officer.

Mr. Ranjit Srivastava informed the Members that Mr. Jayant Gupta, Partner of M/s Jayant Gupta & Associates, Company Secretary has been appointed as scrutinizer to scrutinize the vote cast through the remote e-voting platform and electronic voting at the AGM. He further stated that 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 members were further informed that the Company had provided remote e-voting facility offered by NSDL for Equity Shareholders as on cut-off date of December 22, 2020 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.




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Mr. Ranjit Srivastava, Company Secretary, thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and observations. He informed the Members that E-Voting on the NSDL platform would continue for another 15 minutes to enable the Members to cast their votes.

On completion of the e-voting process, the meeting concluded at 12:55 P.M. 83 numbers of shareholders were present in the AGM through Video Conferencing.

**Details of the Participation and Agenda items transacted at the Annual General Meeting of the Company held on December 29, 2020 are as follows:**

Description	Particulars
Date of Annual General Meeting	December 29, 2020
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 – December 22, 2020)	131,135
<b>Total Number of Shareholders present in the meeting through Video Conferencing</b>	
a) Promoters & Promoter Group	4
b) Public	79

<b>Resolution No. 1</b>	<u>Ordinary Resolution</u> : Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and 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> : Ratification of remuneration of Cost Auditors for the financial year 2019-20.
<b>Type of Business</b>	Special Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

<b>Resolution No. 3</b>	<u>Ordinary Resolution</u> : Ratification of remuneration of Cost Auditors for the financial year 2020-21.
<b>Type of Business</b>	Special Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

<b>Resolution No. 4</b>	<u>Ordinary Resolution</u> : Appointment of Mr. Dinesh Kumar Garg (DIN: 02048097) as a Director of the Company.
<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> : Appointment of Mr. Dinesh Kumar Garg (DIN: 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

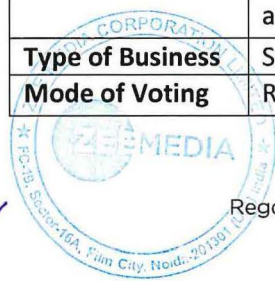
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<b>Resolution No. 6</b>	<u>Ordinary Resolution:</u> Appointment of Mr. Amitabh Kumar (DIN:00222260) as a Non-Executive Non-Independent Director of the Company.
<b>Type of Business</b>	Special Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

<b>Resolution No. 7</b>	<u>Ordinary Resolution:</u> Appointment of Mr. Surender Singh (DIN:08206770) as a Non-Executive Non-Independent Director of the Company.
<b>Type of Business</b>	Special Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

<b>Resolution No. 8</b>	<u>Ordinary Resolution:</u> Appointment of Mr. Susanta Kumar Panda (DIN:07917003) as an Independent Director of the Company.
<b>Type of Business</b>	Special Business
<b>Mode of Voting</b>	Remote E-voting and E-Voting

Mr. Jayant Gupta, Partner 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 December 29, 2020 to the Chairman of the Annual General Meeting.

Basis the combined report of the Scrutinizer dated December 29, 2020, 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



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Zee Media Corporation Limited								
Resolution Required : (Ordinary)			1 - Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and 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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	85304610	85304610	100.0000	85304610	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
	<b>Total</b>		<b>85304610</b>	<b>100.0000</b>	<b>85304610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	62539203	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	322945692	17796495	5.5107	17794544	1951	99.9890	0.0110
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17796495</b>	<b>5.5107</b>	<b>17794544</b>	<b>1951</b>	<b>99.9890</b>	<b>0.0110</b>
<b>Total</b>		<b>470789505</b>	<b>103101105</b>	<b>21.8996</b>	<b>103099154</b>	<b>1951</b>	<b>99.9981</b>	<b>0.0019</b>



*[Handwritten Signature]*

## Zee Media Corporation Limited

Resolution Required : (Ordinary)

2 - Ratification of remuneration of Cost Auditors for the financial year 2019-20.

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	85304610	85304610	100.0000	85304610	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
	<b>Total</b>		<b>85304610</b>	<b>100.0000</b>	<b>85304610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	62539203	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	322945692	17796495	5.5107	17794474	2021	99.9886	0.0114
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17796495</b>	<b>5.5107</b>	<b>17794474</b>	<b>2021</b>	<b>99.9886</b>	<b>0.0114</b>
<b>Total</b>		<b>470789505</b>	<b>103101105</b>	<b>21.8996</b>	<b>103099084</b>	<b>2021</b>	<b>99.9980</b>	<b>0.0020</b>



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## Zee Media Corporation Limited

Resolution Required : (Ordinary)

3 - Ratification of remuneration of Cost Auditors for the financial year 2020-21.

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
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	85304610	85304610	100.0000	85304610	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
	<b>Total</b>		<b>85304610</b>	<b>100.0000</b>	<b>85304610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	62539203	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	322945692	17796495	5.5107	17794474	2021	99.9886	0.0114
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17796495</b>	<b>5.5107</b>	<b>17794474</b>	<b>2021</b>	<b>99.9886</b>	<b>0.0114</b>
<b>Total</b>		<b>470789505</b>	<b>103101105</b>	<b>21.8996</b>	<b>103099084</b>	<b>2021</b>	<b>99.9980</b>	<b>0.0020</b>



*[Handwritten Signature]*  
23/04/21



## Zee Media Corporation Limited

Resolution Required : (Ordinary)

4 - Appointment of Mr. Dinesh Kumar Garg (DIN: 02048097) as a 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	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	85304610	85304610	100.0000	85304610	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
	<b>Total</b>		<b>85304610</b>	<b>100.0000</b>	<b>85304610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	62539203	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	322945692	17766495	5.5014	17759889	6606	99.9628	0.0372
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17766495</b>	<b>5.5014</b>	<b>17759889</b>	<b>6606</b>	<b>99.9628</b>	<b>0.0372</b>
<b>Total</b>		<b>470789505</b>	<b>103071105</b>	<b>21.8932</b>	<b>103064499</b>	<b>6606</b>	<b>99.9936</b>	<b>0.0064</b>



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## Zee Media Corporation Limited

Resolution Required : (Ordinary)

5 - Appointment of Mr. Dinesh Kumar Garg (DIN: 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
Promoter and Promoter Group	E-Voting	85304610	85304610	100.0000	85304610	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
	<b>Total</b>		<b>85304610</b>	<b>100.0000</b>	<b>85304610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	62539203	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	322945692	17766495	5.5014	17761582	4913	99.9723	0.0277
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17766495</b>	<b>5.5014</b>	<b>17761582</b>	<b>4913</b>	<b>99.9723</b>	<b>0.0277</b>
<b>Total</b>		<b>470789505</b>	<b>103071105</b>	<b>21.8932</b>	<b>103066192</b>	<b>4913</b>	<b>99.9952</b>	<b>0.0048</b>



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## Zee Media Corporation Limited

**Resolution Required : (Ordinary)** 6 - Appointment of Mr. Amitabh Kumar (DIN:00222260) as a Non-Executive Non-Independent 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	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	85304610	85304610	100.0000	85304610	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
	<b>Total</b>		<b>85304610</b>	<b>100.0000</b>	<b>85304610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	62539203	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	322945692	17788195	5.5081	17784592	3603	99.9797	0.0203
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17788195</b>	<b>5.5081</b>	<b>17784592</b>	<b>3603</b>	<b>99.9797</b>	<b>0.0203</b>
<b>Total</b>		<b>470789505</b>	<b>103092805</b>	<b>21.8979</b>	<b>103089202</b>	<b>3603</b>	<b>99.9965</b>	<b>0.0035</b>



## Zee Media Corporation Limited

<b>Resolution Required : (Ordinary)</b>			7 - Appointment of Mr. Surender Singh (DIN:08206770) as a Non-Executive Non-Independent 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
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	85304610	85304610	100.0000	85304610	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
	<b>Total</b>		<b>85304610</b>	<b>100.0000</b>	<b>85304610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	62539203	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	322945692	17796495	5.5107	17792592	3903	99.9781	0.0219
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17796495</b>	<b>5.5107</b>	<b>17792592</b>	<b>3903</b>	<b>99.9781</b>	<b>0.0219</b>
<b>Total</b>		<b>470789505</b>	<b>103101105</b>	<b>21.8996</b>	<b>103097202</b>	<b>3903</b>	<b>99.9962</b>	<b>0.0038</b>



*[Handwritten Signature]*

## Zee Media Corporation Limited

8 - Appointment of Mr. Susanta Kumar Panda (DIN: 07917003) as an Independent Director of the Company.

Resolution Required : (Ordinary)

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
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	85304610	85304610	100.0000	85304610	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
	<b>Total</b>		<b>85304610</b>	<b>100.0000</b>	<b>85304610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	62539203	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	322945692	17796495	5.5107	17792892	3603	99.9798	0.0202
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17796495</b>	<b>5.5107</b>	<b>17792892</b>	<b>3603</b>	<b>99.9798</b>	<b>0.0202</b>
<b>Total</b>		<b>470789505</b>	<b>103101105</b>	<b>21.8996</b>	<b>103097502</b>	<b>3603</b>	<b>99.9965</b>	<b>0.0035</b>



*(Handwritten signature)*

**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(3) (xi) of the Companies  
 (Management and Administration) Rules, 2014]

To,

The Chairman,  
**21<sup>st</sup> Annual General Meeting of the Equity Shareholders of**  
**Zee Media Corporation Limited**  
 {CIN:L92100MH1999PLC121506}

**Sub: Consolidated Result of Voting conducted through Remote Electronic Voting and Electronic Voting for the 21<sup>st</sup> Annual General Meeting (AGM) of Zee Media Corporation Limited held on Tuesday, December 29, 2020 at 11.30 A.M. 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 November 12, 2020 for the purpose of scrutinizing the Remote E-Voting that commenced on Friday, December 25, 2020 at 9:00 A.M. (IST) and ended on Monday, December 28, 2020 at 5:00 P.M. (IST) and E-voting for 21<sup>st</sup> Annual General Meeting ('AGM') of Zee Media Corporation Limited held on December 29, 2020 at 11.30 A.M. through video conferencing /other audio visual means, as per the Notice dated November 12, 2020 calling the 21<sup>st</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 of the 21<sup>st</sup> Annual General Meeting of the Company is the responsibility of 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, at the virtual AGM.

Since this AGM was held through VC or 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 Annual Report of the Company for the Financial Year 2019-20 *inter-alia* containing the Notice calling the 21<sup>st</sup> AGM, along with e-voting instructions to 1,02,646 Shareholders only by E-mail on December 6, 2020 as per the records of the shareholders of the Company as on December 4, 2020, whose email addresses were registered with the Company/ Depository Participants / Depositories, pursuant to MCA Circular No.20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and



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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 "Lakshadeep" (Mumbai Edition) in Marathi on November 30, 2020, clearly 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 also released an advertisement, published in nationwide edition of English Newspaper viz. 'Business Standard' and in Mumbai Edition of Marathi Newspaper viz. 'Lakshadeep' on December 7, 2020 regarding Notice calling the 21<sup>st</sup>AGM of the Company and E-voting information.
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 131,135 shareholders, holding equity shares, to cast votes electronically upto December 28, 2020 through remote e-voting on NSDL platform and by means of E-voting at the 21<sup>st</sup>AGM through NSDL platform. The entitlement to voting by equity Shareholders was determined on the basis of fully paid up equity shareholding as on cut-off date *i.e.* December 22, 2020.
5. The Company gave the facility of electronic remote e-voting to the eligible shareholders of the Company from Friday, December 25, 2020 (9:00 A.M. IST) upto Monday, December 28, 2020 (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 21<sup>st</sup>AGM of the Company held on December 29, 2020, E-voting was announced on all the resolutions, to facilitate the members present in the meeting, through VC/OAVM mode who could not record their votes through remote e-voting process. National Securities Depository Limited ("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 Scrutinizer for the same as well. The NSDL e-voting platform was re-opened during the AGM and kept open 15 minutes after the AGM for E-Voting by members.
7. Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, the E-Voting on NSDL Website was unblocked on December 29, 2020 at 01:11 P.M. in the presence of two independent witnesses in my employment.
8. I hereby report that 143 Equity Shareholders holding in aggregate 103101105 Equity shares availed E-voting facility to cast votes on the Resolutions proposed in the Notice calling the 21<sup>st</sup>Annual General Meeting of the Company.
9. 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

Adoption of the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon

Particulars	Ballots	No. of Votes
Total*	143	103101105
Less: Invalid Votes	0	0
Total Valid Votes	143	103101105

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	143	103101105	140	103099154	99.9981	3	1951	0.0019
TOTAL	143	103101105	140	103099154	99.9981	3	1951	0.0019

b) As an Ordinary Resolution – ItemNo.2

Ratification of remuneration of Cost Auditors for the financial year 2019-20

Particulars	Ballots	No. of Votes
Total*	143	103101105
Less: Invalid Votes	0	0
Total Valid Votes	143	103101105

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	143	103101105	138	103099084	99.9980	5	2021	0.0020
TOTAL	143	103101105	138	103099084	99.9980	5	2021	0.0020

c) As an Ordinary Resolution – ItemNo.3

Ratification of remuneration of Cost Auditors for the financial year 2020-21

Particulars	Ballots	No. of Votes
Total*	143	103101105
Less: Invalid Votes	0	0
Total Valid Votes	143	103101105

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	143	103101105	138	103099084	99.9980	5	2021	0.0020
TOTAL	143	103101105	138	103099084	99.9980	5	2021	0.0020





d) As an Ordinary Resolution – Item No. 4

Appointment of Mr. Dinesh Kumar Garg (DIN: 02048097) as a Director of the Company

Particulars	Ballots	No. of Votes
Total*	142	103071105
Less: Invalid Votes	0	0
Total Valid Votes	142	103071105

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	142	103071105	132	103064499	99.9936	10	6606	0.0064
TOTAL	142	103071105	132	103064499	99.9936	10	6606	0.0064

e) As Ordinary Resolution – Item No. 5

Appointment of Mr. Dinesh Kumar Garg (DIN: 02048097) as a Whole Time Director of the Company

Particulars	Ballots	No. of Votes
Total*	142	103071105
Less: Invalid Votes	0	0
Total Valid Votes	142	103071105

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	142	103071105	133	103066192	99.9952	9	4913	0.0048
TOTAL	142	103071105	133	103066192	99.9952	9	4913	0.0048

f) As an Ordinary Resolution – Item No. 6

Appointment of Mr. Amitabh Kumar (DIN:00222260) as a Non-Executive Non-Independent Director of the Company

Particulars	Ballots	No. of Votes
Total*	141	103092805
Less: Invalid Votes	0	0
Total Valid Votes	141	103092805

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	141	103092805	134	103089202	99.9965	7	3603	0.0035
TOTAL	141	103092805	134	103089202	99.9965	7	3603	0.0035

g) As an Ordinary Resolution – Item No. 7

Appointment of Mr. Surender Singh (DIN:08206770) as a Non-Executive Non-Independent Director of the Company



Particulars	Ballots	No. of Votes
Total*	143	103101105
Less: Invalid Votes	0	0
Total Valid Votes	143	103101105

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	143	103101105	135	103097202	99.9962	8	3903	0.0038
TOTAL	143	103101105	135	103097202	99.9962	8	3903	0.0038

**h) As an Ordinary Resolution – Item No. 8**

**Appointment of Mr. Susanta Kumar Panda (DIN: 07917003) as an Independent Director of the Company**

Particulars	Ballots	No. of Votes
Total*	143	103101105
Less: Invalid Votes	0	0
Total Valid Votes	143	103101105

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	143	103101105	136	103097502	99.9965	7	3603	0.0035
TOTAL	143	103101105	136	103097502	99.9965	7	3603	0.0035

Based on the above, all the above Resolutions stand passed under E-Voting and E-Voting conducted during 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. 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,

Yours faithfully,

**For Jayant Gupta & Associates**

  
Jayant Gupta

Proprietor

Membership No.: F7288

PCS No. : 9738

PR. No. 759/2020

UDIN: F007288B001723607



Place: New Delhi

Date: December 29, 2020