

March 17, 2023

<b>National stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 NSE Symbol: ZEEMEDIA	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 BSE Scrip Code: 532794
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**Kind Attn. : Manager - Corporate Relationship Department**  
**Sub. : Declaration of Voting Results of the Postal Ballot Notice dated February 14, 2023, pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**Ref. : Our intimations dated February 14, 2023, February 15, 2023 and February 16, 2023**

Dear Sir/Madam,

This is further to our letter dated February 15, 2023, submitting the Postal Ballot Notice dated February 14, 2023 ('Notice') along with the Explanatory Statement, for seeking approval from the Members of the Company on the resolution as contained in the said Notice.

In accordance with the provisions of Section 110 of the Companies Act, 2013 ('Act') read with the Rules made thereunder, the Company conducted the Postal Ballot by providing Remote E-Voting facility to the Members. Mr. Jayant Gupta (CP-9738), Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the Remote E-Voting process.

The Remote E-Voting period commenced on and from Thursday, February 16, 2023 at 9:00 A.M. (IST) and ended on Friday, March 17, 2023, till 5:00 P.M. (IST). Based on the report of the Scrutinizer, the Ordinary Resolution proposed as per Notice, stand passed with requisite majority on March 17, 2023 (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 March 17, 2023, issued pursuant to Section(s) 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, are enclosed herewith.

The Result of the Postal Ballot along with the Scrutinizer's Report will be available on the Company's website at [www.zeemedia.in](http://www.zeemedia.in) and also on the website of National Securities Depository Limited at [www.evoting.nsd.com](http://www.evoting.nsd.com).


**Zee Media Corporation Limited**

Corporate Office: FC-9, Sector-16A, Film City, Noida - 201301, UP, India.  
Phone: +91-120-7153000

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

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.**

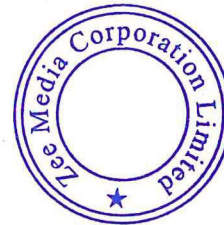
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**Details of the voting results by Postal Ballot process pursuant to Regulation 44(3) of the Listing Regulations**

Particulars	Details
Date of declaration of Postal Ballot Results	March 17, 2023
Total number of shareholders as on record date (i.e. February 10, 2023 - Cut-off date for Remote E-Voting purpose)	1,80,364
Number of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	Not applicable
Public	
Number of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	Not applicable
Public	



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## Zee Media Corporation Limited

Resolution Required : (Ordinary) APPROVAL OF APPOINTMENT OF MR. PURUSHOTTAM VAISHNAVA (DIN: 01958304) 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	27120284	27120284	100.0000	27120284	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>27120284</b>	<b>100.0000</b>	<b>27120284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	54192467	41848333	77.2217	41848333	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>41848333</b>	<b>77.2217</b>	<b>41848333</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	544115929	1511590	0.2778	1240117	271473	82.0406	17.9594
	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>1511590</b>	<b>0.2778</b>	<b>1240117</b>	<b>271473</b>	<b>82.0406</b>	<b>17.9594</b>
<b>Total</b>		<b>625428680</b>	<b>70480207</b>	<b>11.2691</b>	<b>70208734</b>	<b>271473</b>	<b>99.6148</b>	<b>0.3852</b>



# JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

### ON POSTAL BALLOT E-VOTING OF ZEE MEDIA CORPORATION LIMITED

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

To,

**The Chairman,  
Zee Media Corporation Limited**  
14<sup>th</sup> 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 resolution contained in the Postal Ballot Notice dated February 14, 2023 ('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 February 14, 2023 for the purpose of scrutinizing the remote e-voting under the provisions of Section(s) 108 and 110 of the Act read with the Rules thereunder and General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant Circulars, including General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations for the time being in force (including any statutory modification(s) or re-enactments thereof), the resolution as mentioned below was put before the Members 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.

The compliance with the provisions of the Act and the Rules made thereunder relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated February 14, 2023, 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 the 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 this resolution, based on the reports generated from the

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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 the 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/ Depositories/Registrar and Transfer Agent of the Company.
3. The Company dispatched the Notice by email on February 15, 2023, to members whose names were recorded in the Register of Members or in the Register of Beneficial Owners as maintained by the Depositories as on the cut-off date *i.e.* February 10, 2023. Members as on cut-off date were considered for dispatch of Notice and entitled to vote on the Resolution as set out at Item No. 1 in the said Notice ('Resolution).
4. The Company has published an advertisement on February 15, 2023 informing the shareholders/Members about the Postal Ballot/E-voting in 'Business Standard' (All Editions) in English and 'Nav Shakti' (Mumbai Edition) in Marathi.
5. The Company has also published an advertisement on February 16, 2023 about the dispatch of Notice through electronic mode only in 'Business Standard' (All Editions) in English and 'Nav Shakti' (Mumbai Edition) in Marathi.
6. The voting through remote e-voting facility commenced on **February 16, 2023 at 9:00 A.M. (IST)** and concluded on **March 17, 2023 at 5:00 P.M. (IST)**, being the last date for remote e-voting. The voting during this period was considered for my scrutiny.
7. Pursuant to Rule 20(xii) of the Companies (Management & Administration) Rules, 2014, the remote e-voting on NSDL website was unblocked by me on **March 17, 2023 at 05:11 P.M. (IST)** in the presence of two independent witnesses *viz.* **Mrs. Ankita Bansal and Ms. Ateeba**, who are associated with me and not in employment of the Company.
8. I hereby report that **637** Equity Shareholders holding in aggregate **70480207** Equity shares availed remote E-voting facility to cast their votes on the Resolution proposed in the Notice.
9. The results of **remote E-voting** are as under:

**a) As an Ordinary Resolution**

**Item No.1: Approval of appointment of Mr. Purushottam Vaishnava (DIN: 01958304) as a Non-Executive Non-Independent Director of the Company**



Particulars	No. of Members	No. of Votes
Total E-Voting received	637	70480207
Less : Invalid E-Voting received	-	-
Total valid E-Voting received	637	70480207

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	557	70208734	99.61	80	271473	0.39

Based on the above results, the Ordinary Resolution in Item No. 1 mentioned herein above, proposed to the Members of Zee Media Corporation Limited, stands passed as an Ordinary Resolution with requisite majority on March 17, 2023.

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

The register and other documents related to e-voting in my safe custody have been handed over to the Company Secretary of the Company for safe keeping in the manner applicable.

Thanking you,

Yours faithfully,

**For Jayant Gupta & Associates**

  
Jayant Gupta  
Proprietor

Membership No. : F7288

PCS No. : 9738

PR No. : 759/2020

UDIN : F007288D003286740



Place: Delhi

Date: March 17, 2023