

August 18, 2014

BSE Limited
National Stock Exchange of India Limited

Kind Attn. Manager - Corporate Relationship

Dear Sir,

Sub: Declaration of results of Voting - Special Resolution proposed vide Postal Ballot Notice dated May 21, 2014.

This is further to our letter dated July 14, 2014, enclosing *inter alia* copies of Postal Ballot Notice sent to Shareholders of the Company seeking their approval by way of Special Resolution for grant of authority to the Board of Directors for creating charge on assets / undertakings of the Company to secure Borrowings as per Section 180 (1) (a) of the Companies Act, 2013.

The voting on the said Postal Ballot offered in both physical mode and electronic mode commenced on July 14, 2014 at 9.00 a.m. and closed on August 12, 2014 at 6.00 p.m.

The Non-Executive Chairman of the Company has today declared that the Special resolution proposed in the said Postal Ballot Notice has been passed with requisite majority, based on the report submitted by the Scrutinizer, Mr. Satish K Shah, Practicing Company Secretary.

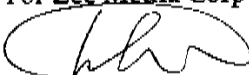
Particulars of votes cast in favor of and against the said resolution under the Postal Ballot process as reported by the Scrutinizer is as detailed herein:

Particulars	No of Votes / Shares	% of total Votes / Shares
Total Valid Votes Cast	271,260,081	100%
Votes Cast in favor of resolution	271,253,416	99.998%
Votes Cast against the resolution	6,665	0.002%

Copy of the Scrutinizer report along with details of Voting as per Clause 35A of the Listing Agreement is enclosed herewith.

Kindly acknowledge receipt

Yours faithfully,
For Zee Media Corporation Limited


Pushpal Sanghavi
Company Secretary



Encl. As above.

|| VASUDHAIVA KUTUMBAKAM ||
THE WORLD IS MY FAMILY

ZEE MEDIA CORPORATION LIMITED
(Formerly Zee News Limited)

Regd. Office : Continental Building, 135, Dr. Annie Besant Road,
Worli, Mumbai - 400018, India

Tel. : 91-22-2483 1234 Fax : 91-22-2490 0431

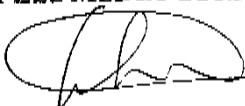
www.zeenews.india.com | CIN : L92100MH1999PLC121506

Details of Voting as per Clause 35A of the Listing Agreement**Resolution proposed vide Postal Ballot Notice dated May 21, 2014****Mode of Voting - Postal Ballot & E-Voting**

Particulars of Resolution - Special Resolution seeking approval of Shareholders for grant of authority to the Board of Directors for creating charge on assets / undertakings of the Company to secure Borrowings as per Section 180(1)(a) of the Companies Act, 2013.

Category	Promoter & Promoter Group	Public - Institutional Shareholder	Public - Others	Total
No of Shares held as at June 30, 2014	250,280,827	40,641,601	71,223,345	362,145,773
No of Votes Polled	250,280,827	18,363,629	2,615,625	271,260,081
% of Votes Polled on O/s Shares	100%	45.18%	3.67%	74.90%
No of Votes - In favour	250,280,827	18,363,629	2,608,960	271,253,416
No of Votes - Against	0	0	6665	6665
% of Votes in favour on Votes Polled	100%	100%	99.75%	99.998%
% of Votes against on Votes Polled	0	0	0.25%	0.002%

For **ZEE MEDIA CORPORATION LIMITED**


Pushpal Sanghavi
Company Secretary

Mumbai, August 18, 2014



|| **VASUDHAIVA KUTUMBAKAM** ||
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CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

August 14, 2014

The Board of Directors
Zee Media Corporation Limited
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot Notice dated May 21, 2014 seeking approval of the Shareholders U/s. 180(1)(a) of Companies Act, 2013.

The Company vide its letter dated May 21, 2014 had appointed the undersigned as the Scrutinizer to receive, process and scrutinize the postal ballot papers and E-voting details in respect of the Special Resolution proposed in the Postal Ballot Notice dated May 21, 2014.

In accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration), Rules, 2014, the Company being a Listed entity had made arrangements with Central Depository Systems (India) Limited (CDSL) for providing E-voting facility to its Shareholders for voting electronically on CDSL platform. Requisite instructions for E-voting formed part of Postal Ballot Notice.

I hereby submit my report on the Voting on the Special Resolution proposed in the Postal Ballot Notice dated May 21, 2014, as under:-

1. The Postal Ballot Notice was issued to all the Members whose names appeared on the Register of Members / list of beneficiaries as on the close of the business on June 30, 2014.
2. The dispatch of Notice and Postal Ballot Forms to the shareholders of the Company as on June 30, 2014, by Courier / Air Mail and E-mail was completed on July 12, 2014.
3. As per Rule 20(3) of Companies (Management & Administration) Rules, 2014, an advertisement in this regard was published by the Company in DNA, English News Paper and Punya Nagari, Marathi on July 16, 2014.
4. All Postal Ballot Forms received during the period from July 14, 2014 at 9.00 a.m. to August 12, 2014 at 6.00 p.m., being the last date fixed for receipt of Ballot Forms and E-voting done by the Shareholders during the said period as obtained and verified by me by logging on online E-voting site of CDSL www.evotingindia.co.in were considered for my Scrutiny.
5. 84 undelivered envelopes containing postal ballot forms sent to shareholders were not opened and have been separately kept.

B-2/201, LOK EVEREST, Jatashankar Dosa Road, Mulund (W), Mumbai - 400 080.
Telefax : 25689808 / Cell : 7738036028 / E-mail: satshah@gmail.com



CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

6. I did not find any defaced or mutilated ballot paper.
7. The summary of postal Ballot forms received & votes cast by E-voting on the Special Resolution as proposed in the Notice are as under:

Sr. No.	Particulars	No. of Ballots	No of Shares	% of total valid Votes
1	Physical Voting			
	Total Postal Ballot forms received	24	2,816	
	Less Invalid Ballots	0	0	
	Valid Postal Ballot Forms	24	2,816	
2	E-voting Summary			
	E-voting done	59	271,257,265	
	E-voting rejected	0	0	
	Total Valid E-voting confirmations	59	271,257,265	
	Total Voting Summary	83	271,260,081	100%
3	Consolidated Summary of Results			
	Shareholders Assented	72	271,253,416	99.998%
	Shareholders Dissented	11	6,665	0.002%

8. From the aforesaid position it is observed that the votes cast in favour of the Special resolution are more than 75% of total votes cast.
9. The physical ballot forms and other related papers along with Register and Records pertaining to the physical voting and votes cast electronically are being separately handed over to the Company Secretary of the Company for safe custody.

You may kindly consider the aforesaid position of the votes cast by the members, through postal ballots, in favour of and against the resolution and declare the result accordingly.

Thanking you
Yours sincerely



Satish K. Shah

Scrutiniser

Practising Company Secretary

FCS - 1313 - CP No. 3142

