

November 3, 2015

BSE Limited  
National Stock Exchange of India Limited

**Kind Attn. Manager – Corporate Relationship**

Dear Sir,

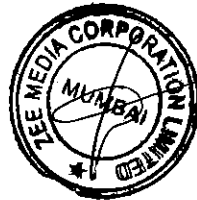
**Sub: Declaration of results - Postal Ballot Notice dated September 23, 2015 seeking approval of / ratification by unrelated shareholders for an on-going material related party transaction between the Company and Taj Television (India) Pvt. Ltd.**

This is further to our letter dated September 29, 2015, enclosing therewith copies of Notice sent to Members of the Company seeking approval of / ratification by unrelated shareholders for on-going material related party transaction between the Company and Taj Television (India) Pvt. Ltd., by passing an Ordinary resolution through Postal Ballot / E-voting as per Clause 49 of the Listing Agreement.

The Postal Ballot / E-voting process commenced from Wednesday, September 30, 2015 at 10.00 a.m. and ended on Thursday, October 29, 2015 at 6.00 p.m.

Mr. Satish K Shah, Practising Company Secretary who was appointed as Scrutiniser to scrutinize and report on Postal Ballot / E-voting by shareholders, had issued his report on November 2, 2015 and based on the said Scrutinizer's report, the Chairman of the Company has today i.e. on November 3, 2015, declared that the Ordinary Resolution, proposed in the Postal Ballot Notice dated September 23, 2015, as approved and passed by the unrelated shareholders with requisite majority.

Contd...2/



॥ VASUDHAIVA KUTUMBAKAM ॥  
THE WORLD IS MY FAMILY

**ZEE MEDIA CORPORATION LIMITED**  
**Regd. office :** Continental Building, 135, Dr. Annie Besant Road, Worli,  
Mumbai - 400018, India Tel.: +91 22 2483 1234, Fax.: +91 22 2495 5974

[www.zeenewsindia.com/](http://www.zeenewsindia.com/) CIN. L92100MH1999PLC121506

:2:

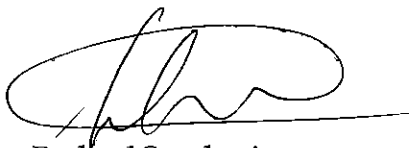
Particulars of votes cast in favor of and against the said resolution under the Postal Ballot /E-voting process is detailed hereunder:

Resolution	% Of Votes Cast	
	In favor of resolution	Against the resolution
Ordinary Resolution pursuant to Clause 49 of Listing Agreement seeking approval of unrelated shareholders for an ongoing material related party transaction between the Company and Taj Television (India) Private Limited, a related party as per Accounting Standard 18	No of Votes: 47,995,167	No of Votes: 19,503
	% of total votes cast: 99.96	% of total votes cast: 0.04

Requisite details of voting as per Clause 35A of the Listing Agreement issued by Mr. Satish K Shah (the Scrutinizer) and M/s. Sharepro Services (India) Pvt Ltd (Registrar & Share Transfer agent of the Company) along with Scrutinizer's report dated November 2, 2015 is enclosed for your information and record.

Kindly acknowledge receipt.

Yours faithfully,  
For Zee Media Corporation Limited



Pushpal Sanghavi  
Company Secretary



Encl. As above



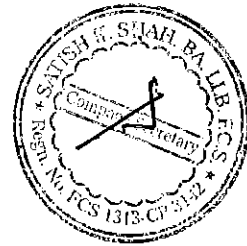
॥ VASUDHAIVA KUTUMBAKAM ॥  
THE WORLD IS MY FAMILY

ZEE MEDIA CORPORATION LIMITED

Regd. office : Continental Building, 135, Dr. Annie Besant Road, Worli,  
Mumbai - 400018, India Tel.: +91 22 2483 1234, Fax.: +91 22 2495 5974

[www.zeenewsindia.com/](http://www.zeenewsindia.com/) CIN. L92100MH1999PLC121506

ZEE MEDIA CORPORATION LTD (CIN : L92100MH1999PLC121506)							
Report pursuant to Clause 35A of the Listing Agreement (Physical and e-Voting)							
Votes Cast on Ordinary Resolution proposed In Postal Ballot Notice dated September 23,2015							
Category of Shareholder	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
Promoter and Promoter Group	325,365,074	0	0.00	0	0	0.00	0.00
Public – Institutional holders	26,925,327	20,020,000	74.35	20,020,000	0	100.00	0.00
Public-Others	118,499,104	27,994,670	23.62	27,975,167	19,503	99.93	0.07
<b>Total</b>	<b>470,789,505</b>	<b>48,014,670</b>	<b>10.20</b>	<b>47,995,167</b>	<b>19,503</b>	<b>99.96</b>	<b>0.04</b>



B-2/201, Lok Everest, Jata Shankar Dosa Road,  
Mulund West, Mumbai – 400 080.

Telefax : 25649808 • Cell : 7738036028  
E-mail: satshah@gmail.com



**Satish K. Shah**  
B.A., LL.B., FCS  
**Company Secretary**  
FCS 1313; CP 3142;  
Trade Marks Agent Code No. 1503

November 2, 2015

The Chairman of Board of Directors  
Zee Media Corporation Limited  
(CIN – L92100MH1999PLC121506)  
Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai – 400 018

Dear Sir,

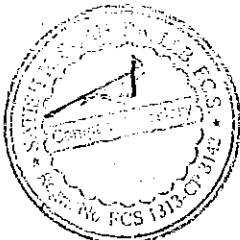
**Sub: Scrutinizer's Report on Postal Ballot & E-voting process –  
Postal Ballot Notice dated September 23, 2015 relating to  
ongoing Related Party Transaction.**

I have been appointed as the Scrutinizer on September 23, 2015, for conducting the Postal Ballot Voting and E-voting processes in respect of an Ordinary resolution relating to an ongoing related party transaction vide Postal Ballot Notice dated September 23, 2015, for conducting the Voting process in fair and transparent manner. The Management of the Company is responsible for ensuring the compliances with the requirements of the Companies Act, 2013 and Rules relating to the voting through electronic means and physical ballot forms on the resolution contained in the Postal Ballot Notice dated September 23, 2015.

My responsibility as the Scrutinizer for overseeing and reporting on the voting process is restricted to verifying and submitting my report on the votes cast 'in favor' or 'against' the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from the system provided by National Securities Depository Limited (NSDL), the authorised service provider of electronic voting facility to the shareholders of the Company.

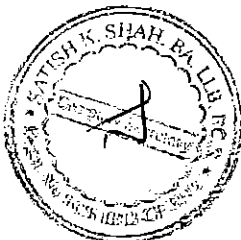
Accordingly, I submit my report as under:

1. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated September 23, 2015





- for passing Ordinary resolution as mentioned therein. As confirmed to me, the Company had completed dispatch of Postal Ballot Notices along with business reply envelopes to all its Members (as at close of business on September 25, 2015) by Courier / Air Mail at their respective registered addresses and by email to registered email addresses on September 29, 2015.
2. The Postal Ballot Voting and E-voting commenced from Wednesday, September 30, 2015 at 10.00 a.m. and ended on Thursday, October 29, 2015 at 6.00 p.m.
  3. The particulars of all Postal Ballot / Electronic Votes received from the Members have been entered in the electronic register separately maintained for the purpose.
  4. I have downloaded the data of e-voting after the E-voting module was disabled for e-voting by NSDL, by using scrutinizers login on the NSDL e-voting website
  5. The sealed postal ballot forms received from the shareholders were kept under the safe custody of M/s. Sharepro Services (India) Private Limited, the Registrar and Share Transfer Agent of the Company and were opened in my presence.
  6. The Postal Ballot Forms were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company/List of Beneficiaries as on close of business on September 25, 2015 provided by the Registrar and Share Transfer Agent of the Company.
  7. All Postal Ballot Forms and E-votes received upto 6.00 P.M. on Thursday, October 29, 2015, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
  8. I have not found any defaced / mutilated Postal Ballot Forms.
  9. I further confirm that none of the related shareholders i.e. Shareholders forming part of Promoter / Promoter group and other





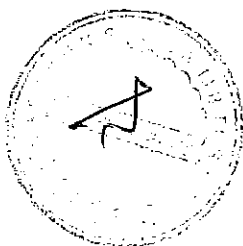
related parties (as confirmed by the Company) have voted on the resolution.

10. The summary of postal Ballot forms received & e-voting done by the Shareholders is as under:

Sr	Particulars	No. of Ballots	No of Votes cast
<b>A</b>	<b>Physical Ballot Forms</b>		
	Postal Ballot forms received	194	17608590
	Postal Ballot Forms rejected (as per details mentioned herein)	6	6206
	<b>Total Valid Postal Ballot Forms</b>	<b>188</b>	<b>17602384</b>
<b>B</b>	<b>E-voting Summary</b>		
	E-voting received	163	30412286
	Invalid E-voting received	0	0
	<b>Total valid E-voting confirmations</b>	<b>163</b>	<b>30412286</b>
<b>C</b>	<b>Total Valid Postal Ballots / E-Voting</b>	<b>351</b>	<b>48014670</b>

Summary of reasons for rejection of the postal ballots:-

Remarks	No of Ballots	No of Shares
Copy of Board Resolution not attached	2	5045
Ballot Forms not signed	2	1150
Signature mismatch	1	10
Voted both by physical ballot & e-voting (e-voting considered)	1	1
<b>Total</b>	<b>6</b>	<b>6206</b>



B-2/201, Lok Everest, Jata Shankar Dosa Road,  
Mulund West, Mumbai – 400 080.

Telefax : 25649808 • Cell : 7738036028  
E-mail: satshah@gmail.com



**Satish K. Shah**

B.A., LL.B., FCS

**Company Secretary**

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

The summary of the votes cast in favour of and against the resolution is as under:

Particulars	No of Ballot/evoting	No of Votes cast	% of total Votes / Shares
Total Valid Votes Cast	351	48014670	100%
Votes Cast in favor of resolution	318	47995167	99.96%
Votes Cast against the resolution*	33	19503	0.04%

From the aforesaid reported position it is observed that the votes cast by Un-related shareholders in favor of the Ordinary Resolution sought to be approved by the shareholders are more than 50% of total votes cast.

The postal ballot forms and other related papers/ Register and records pertaining to the process of postal ballot are being separately handed over to the Company Secretary of the Company for safe custody.

Thanking you  
Yours sincerely

**Satish K. Shah**  
Scrutinizer  
Practicing Company Secretary  
FCS – 1313 – CP No. 3142

