

April 8, 2015

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 532794

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
NSE Scrip Code: ZEEMEDIA

Dear Sirs,

Sub: Rights Issue of Equity Shares of the Company - Publication of 'Issue Closes Today' Notice

This has reference to the in-principle approval accorded by BSE and NSE vide letters dated February 3, 2015 and January 28, 2015 respectively to the proposed Issue of upto 108,643,732 Equity Shares with face value of Re. 1 each for cash at a price of Rs. 18/- per Right share (including premium of Rs. 17 per share) for an amount aggregating to Rs. 1955.59 Million on Rights Basis in the ratio of 3:10 (Three Rights Shares for every 10 Equity Shares fully paid-up) held by the Equity Shareholders of the Record Date i.e. March 17, 2015.

As informed earlier the said Rights Issue opened on March 25, 2015 and will close today i.e. on April 8, 2015. A Notice in this regard was published in today's edition of Finance Express, Jansatta and Mumbai Lakshadeep. Copy of the notice published in the Financial Express is attached for your information and record.

Kindly acknowledge receipt.

Thanking you

Yours sincerely
For Zee Media Corporation Limited


Pushpal Sanghavi
Company Secretary



Encl. As stated



|| 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

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VASUDHAIVA KUTUMBAKAM
THE WORLD IS MY FAMILY

ZEE MEDIA CORPORATION LIMITED

Zee Media Corporation Limited was incorporated as a public limited company under the Companies Act, 1956 in the name of Zee Sports Limited at Mumbai vide Certificate of Incorporation dated August 27, 1999 with Registration No. 11-121506 now bearing Corporate Identification Number (CIN) L92100MH1999PLC121506. The Company was granted the Certificate of Commencement of Business by the Registrar of Companies, Maharashtra at Mumbai ("RoC") on November 19, 1999. The name of the Company was changed to Zee News Limited and Fresh Certificate of Incorporation was issued on May 27, 2004. The name of the Company was further changed to Zee Media Corporation Limited and a Fresh Certificate of Incorporation was issued on July 6, 2013.

Registered Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018, India.
Telephone: +91 22 2483 1234 Facsimile: + 91 22 2490 0302

Contact Person: Mr. Pushpal Sanghavi, Company Secretary & Compliance Officer

E-mail: complianceofficer@zeemedia.esselgroup.com; Website: www.zeenews.com; CIN: L92100MH1999PLC121506

PROMOTERS OF THE COMPANY: i) 25FPS MEDIA PRIVATE LIMITED; ii) ARM INFRA & UTILITIES LIMITED; iii) PRIME PUBLISHING PRIVATE LIMITED; AND iv) SPRIT TEXTILES PRIVATE LIMITED

ISSUE OF UP TO 108,643,732 EQUITY SHARES WITH A FACE VALUE OF ₹ 1 EACH ('RIGHTS SHARES') FOR CASH AT A PRICE OF ₹ 18/- PER RIGHTS SHARE (INCLUDING A PREMIUM OF ₹ 17/- PER RIGHTS SHARE) FOR AN AMOUNT AGGREGATING UPTO ₹ 1,955.59 MILLION ON RIGHTS BASIS IN THE RATIO OF 3:10 (THREE (3) RIGHTS SHARES FOR EVERY TEN (10) FULLY PAID UP EQUITY SHARES) HELD BY THE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. MARCH 17, 2015. THE FACE VALUE OF THE RIGHTS SHARES IS ₹ 1 EACH AND THE ISSUE PRICE IS 18 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

RIGHTS ISSUE CLOSES TODAY

ASBA*

Simple, Safe, Smart way of Application-Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same.

For further details check section on ASBA below.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same with their bank which in turn will block the amount in the account as per the authority contained in CAF and undertake other tasks as per the specified procedure. On allotment, amount will be unblocked and account will be debited only to the extent required to pay for the allotment of shares. Hence, there will be no need of refunds etc.

For more details on the ASBA process, please refer to the section titled "Procedure for Application through the Applications Supported by Blocked Amount ("ASBA") Process" on page 501 of the Letter of Offer.

THE ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS SHARES OF THE COMPANY UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE BEING HELD ON RECORD DATE.

DISPATCH OF ABRIDGED LETTER OF OFFER (ALOF) AND COMPOSITE APPLICATION FORM (CAF): The dispatch of the ALOF along with the CAF for the Issue has been completed by Registrar to the Issue. i.e. Sharepro Services (India) Private Limited through Speed Post on March 20, 2015 to the Eligible Equity Shareholders of the Company, whose names appeared in the Register of Members/Beneficial Owners of the Company, on the Record date i.e. March 17, 2015. The CAF together with cheque/demand draft, should be sent to the Bankers to the Issue (indicated on the reverse of the CAF), or dispatched to the Registrar to the Issue before the close of banking hours on or before the Issue Closing Date, and not to the Company and the Lead Manager. Investors residing at places other than cities where the branches of the Bankers to the Issue have been authorized by the Company for collecting applications will have to make payment by Demand Draft/Pay Order payable at Mumbai of the full application amount, net of banking and postal charges crossed 'A/c Payee only' drawn in favour of "Zee Media Corporation Limited - Rights Issue" Account, in case of resident shareholders and in case of Non-resident investors with repatriation benefits should draw the cheques/demand drafts in favour of "Zee Media Corporation Limited - Rights Issue - NR", crossed 'A/c Payee only' for the full application amount, net of bank and postal charges and which should be submitted along with the CAF to the Bankers to the Issue/collection centres or to the Registrar to the Issue.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Eligible Equity Shareholder, the Registrar to the Issue will issue a duplicate CAF on the request of the Investor who should furnish the registered folio number/DP and Client ID number and his/her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue within seven (7) days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/found subsequently. If the Investor violates such requirements, he/she shall face the risk of rejection of either original CAF or both the applications. The Company or the Registrar to the Issue will not be responsible for postal delays or loss of duplicate CAF in transit, if any.

APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with an account payee cheque drawn on a bank in Mumbai or by Pay Order/Demand Draft, net of bank and postal charges payable at Mumbai and the Investor should send the same by registered post directly to the Registrar to the Issue. For details of the mode of payment, please refer to section titled "Terms of Issue- Modes of Payment" beginning on page 499 of the Letter of Offer. Applications on plain paper will not be accepted from any address outside India.

The envelope should be super scribed "Zee Media Corporation Limited - Rights Issue" and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with the Company/Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars: (1) Name of the Company, being Zee Media Corporation Limited; (2) Name and address of the Eligible Equity Shareholder including joint holders; (3) Registered Folio Number/DP and Client ID No.; (4) Number of Equity Shares held as on Record Date; (5) Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form; (6) Allotment option preferred - physical or demat form, if held in physical form; (7) Number of Rights Shares entitled to; (8) Number of Rights Shares applied for; (9) Number of additional Rights Shares applied for, if any; (10) Total number of Equity Shares applied for; (11) Total amount paid at the rate of ₹ 18 per Rights Share; (12) Particulars of cheque/demand draft; (13) Savings/current account number and name and address of the bank where the Eligible Equity Shareholder will be depositing the refund order. In case of Equity Shares held in dematerialized form, the Registrar shall obtain the bank account details from the information available with the Depositories; (14) Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Shares applied for pursuant to the Issue; (15) If the payment is made by a draft purchased from NRE/FCNR/NRO account, as the case maybe, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/FCNR/NRO account; (16) Signature of the Applicant (in case of joint holders, to appear in the same sequence and order as they appear in the records of the Company/Depositories); and (17) Additionally, all such Applicants are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933 (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") or to, or for the account or benefit of a "U.S. Person" as defined in Regulation S of the US Securities Act ("Regulation S"). I/we understand the Equity Shares referred to in this application are being offered in India but not in the United States. I/we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/we understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is ineligible to participate in the Issue under the securities laws of their jurisdiction.

Please note that those who are making an application otherwise than on an original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the eligible equity shareholder violates any of these requirements, he/she shall face the risk of rejection of both the applications. The Bank shall refund such application amount to the Investor without any interest thereon.

Applicants are requested to strictly adhere to these instructions. Failure to do so could result in the Application being liable to be rejected without the Company, the Lead Managers and the Registrar to the Issue incurring any liabilities to such applicants for such rejections.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in CAF is Wednesday, April 8, 2015. The Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding thirty (30) days from the Issue Opening Date.

If the CAF together with the amount payable is not received by the Banker to the Issue/Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board/Committee of Directors, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board/Committee of Directors shall be at liberty to dispose off the Equity Shares hereby offered, as provided under the section titled "Basis of Allotment" beginning on page 509 of the Letter of Offer.

APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The existing Equity Shares of the Company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). The Company has received in-principle approvals from BSE and NSE for the listing of the Rights Shares offered in the Issue pursuant to letters dated February 3, 2015 and January 28, 2015 respectively. For the purposes of the Issue, the NSE shall be the Designated Stock Exchange.

DISCLAIMER CLAUSE OF SEBI: SEBI only gives its observations on the Draft Letter of Offer and this does not constitute approval of either the Issue or the Draft Letter of Offer. Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of SEBI" on page 477 of the Letter of Offer.

DISCLAIMER CLAUSE OF THE BSE: It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" on page no. 481 of the Letter of Offer.

DISCLAIMER CLAUSE OF THE NSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of the NSE" on page no. 482 of the Letter of Offer.

AVAILABILITY OF THE LETTER OF OFFER: A copy of the Letter of Offer can be downloaded from the websites of the Lead Manager i.e. www.axiscapital.co.in, websites of BSE and the NSE, i.e. www.bseindia.com and www.nseindia.com and the SEBI website on www.sebi.gov.in

NOTICE TO OVERSEAS SHAREHOLDERS: The distribution of the Letter of Offer and the issue of the Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer may come are required to inform themselves about and observe such restrictions. The Company is making this Issue on a rights basis to the Equity Shareholders of the Company and has dispatched the ALOF and CAF to Equity Shareholders who have an Indian address. Those overseas shareholders who do not update the records with their Indian address, prior to the date of dispatch, have not been sent ALOF and the CAF.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with SEBI for observations. Accordingly, the Rights Shares may not be offered or sold, directly or indirectly, and the Letter of Offer may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer must be treated as sent for information only and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the same in or into the United States or any other jurisdiction where to do so would or might contravene local securities laws or regulations. If the Letter of Offer is received by any person in any such territory, or by their agent or nominee, they must not seek to subscribe to the Rights Shares or the Rights Entitlements referred to in the Letter of Offer. A shareholder shall not renounce his entitlement to any person resident in the United States or any other jurisdiction where to do so would or might contravene local securities laws or regulations. Neither the delivery of the Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in the Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to this date.

The contents of the Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Shares or Rights Entitlements. In addition, neither the Company nor the Lead Manager is making any representation to any offeree or purchaser of the Rights Shares or Rights Entitlements regarding the legality of an investment in the Rights Shares or Rights Entitlements by such offeree or purchaser under any applicable laws or regulations.

NO OFFER IN THE UNITED STATES: The Rights Entitlements and the Rights Shares of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (the "United States" or "U.S."), or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act ("Regulation S")), except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Shares or Rights for sale in the United States or as a solicitation therein of an offer to buy any of the said Rights Shares or rights. Accordingly, the ALOF and the CAF should not be forwarded to or transmitted in or into the United States at any time.

THE ABRIDGED LETTER OF OFFER AND THE CAF HAS BEEN DISPATCHED TO NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS AT THEIR INDIAN ADDRESS ONLY. BANKERS TO THE ISSUE: AXIS BANK LIMITED

| LEAD MANAGERS TO THE ISSUE | REGISTRAR TO THE ISSUE | COMPANY SECRETARY |
|--|--|--|
| <p>AXIS CAPITAL LIMITED Axis House, C Wing, C-2 Wadia International Centre P. B. Marg, Worli, Mumbai - 400 025, India Telephone: +91 22 4325 2183 Facsimile: +91 22 4325 3000 Email: zmcl@axiscap.in Investor grievance email: complaints@axiscap.in Contact Person: Ms. Kanika Goyal Website: www.axiscapital.co.in SEBI Registration Number: INM000012029 CIN: U51900MH2005PLC157853</p> | <p>SHAREPRO SERVICES (INDIA) PRIVATE LIMITED 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane Off Andheri-Kurla Road, Mumbai - 400 072, India Telephone: +91 22 6772 0300; Facsimile: +91 22 2859 1568 Email: sharepro@shareproservices.com Investor grievance email: rights@shareproservices.com Contact Person: Mr. Anil Dalvi/Mr. Sachin Shinde Compliance Officer: Mr. Anil Dalvi/Mr. Sachin Shinde Website: www.shareproservices.com SEBI Registration Number: INR000001476 CIN: U67120MH2004PTC148994</p> | <p>Mr. Pushpal Sanghavi Company Secretary Zee Media Corporation Limited Continental Building 135, Dr. Annie Besant Road Worli, Mumbai - 400 018, India Telephone: +91 22 2483 1234 Facsimile: +91 22 2490 0302 Email: complianceofficer@zeemedia.esselgroup.com CIN: L92100MH1999PLC121506</p> <p>Investors are advised to contact the Registrar to the Issue/Compliance Officer in case of any pre-Issue/post-Issue related problems such as non-receipt of Abridged Letter of Offer/CAF/allotment advice/ sharecertificate(s)/refund orders.</p> |

Note: Capitalised terms not defined herein shall have the same meanings ascribed to such terms in the LOF.

For Zee Media Corporation Limited

Date : April 7, 2015

Place : Mumbai

Sd/-

Pushpal Sanghavi

Company Secretary

Disclaimer: "Zee Media Corporation Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed Letter of Offer with the Securities and Exchange Board of India. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in and the website of the Lead Manager at www.axiscapital.co.in. Investors should note that investment in securities involves a high degree of risk and are requested to refer to the LOF, including the section "Risk Factors" beginning on page 13 of the LOF."