

March 27, 2017

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

Dear Sirs,

Sub: Proceedings of Meeting of Equity Shareholders of the Company convened pursuant to directions of Mumbai Bench of Hon'ble National Company Law Tribunal (NCLT).

Further to our communication dated February 23, 2017, enclosing Notice of NCLT Convened Meeting of Equity Shareholders, we wish to inform you that the Equity Shareholders of the Company at the NCLT convened General Meeting held today i.e. on March 27, 2017 have approved with requisite majority the Scheme of Arrangement and Amalgamation between Zee Media Corporation Limited; Diligent Media Corporation Limited (DMCL); and Mediavest India Pvt Ltd (Mediavest); and Pri-Media Services Pvt Ltd (Pri-Media); and Maurya TV Pvt Ltd (Maurya); and their respective Shareholders and Creditors ('Scheme'), made under the provisions of Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013.

In accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014 and pursuant to directions of Hon'ble NCLT, the Company had provided the Members facility of voting on the resolution proposed in the Notice by way of Postal Ballot and remote e-voting (on NSDL platform) before the meeting. Postal Ballot and Remote E-voting period commenced from Saturday, February 25, 2017 at 9.00 a.m. and concluded on Sunday, March 26, 2017 at 5.00 p.m. Additionally to facilitate voting by the Shareholders who had not voted using either the remote Postal Ballot or the Remote e-voting facility, physical voting on Poll was also conducted at the Meeting held today.



||| 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 : 91-22-2490 0302

www.zeenews.india.com | CIN : L92100MH1999PLC121506

Based on the consolidated report dated March 27, 2017 submitted by the Scrutiniser, ACS Vinita Nair, Partner, M/s Vinod Kothari & Co., Company Secretaries, the Chairman of the Meeting has declared that the resolution proposed in the Notice dated February 17, 2017 was approved by the Equity Shareholders, **with requisite majority**.

Copy of the Consolidated report issued by the Scrutiniser along with requisite particulars of e-voting results as per Regulation 44(3) of the Listing Regulations is enclosed for your information and record.

Please note that the said Scheme was earlier approved by the Equity and Preference Shareholders of DMCL, Mediavest, Pri-Media and Maurya at their respective meetings held on March 20, 2017 and shall now be subject to further approval of other regulatory authorities including approval of Mumbai bench of Hon'ble National Company Law Tribunal.

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 : 91-22-2490 0302

www.zeenews.india.com | CIN : L92100MH1999PLC121506

Details of Voting Results at NCLT convened Meeting of Equity Shareholders of Zee Media Corporation Limited held on March 27, 2017

{Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

A. Details of Attendance at the Meeting

Particulars	Details
Date of NCLT Convened General Meeting	March 27, 2017
Total number of Equity Shareholders as on the Cut-off date of 17 th February 2017	101021
No of Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	10
b) Public	30
No of Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	-
b) Public	-
Details of Agenda	To consider & approve the Scheme of Arrangement and Amalgamation between Zee Media Corporation Limited; and Diligent Media Corporation Ltd; and Mediavest India Pvt Ltd; and Pri-Media Services Pvt Ltd; and Maurya TV Pvt Ltd and their respective shareholders and creditors
Resolution required	Special Majority
Mode of Voting	Postal Ballot & Remote E-voting before the Meeting and Poll at the Meeting
Voting results	Approved by requisite majority



||| 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 : 91-22-2490 0302

www.zeenews.india.com | CIN : L92100MH1999PLC121506

B. Consolidated results of Voting

Resolution required				To consider & approve the Scheme of Arrangement and Amalgamation between Zee Media Corporation Limited; and Diligent Media Corporation Ltd; and Mediavest India Pvt Ltd; and Pri-Media Services Pvt Ltd; and Maurya TV Pvt Ltd and their respective shareholders and creditors				
Whether Promoter / Promoter group are interested in the resolution				No				
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled on outstanding shares	No of votes in favor	No of Votes against	% of Votes in favor	% of Votes against
Promoter & Promoter Group	E-voting	325365074	325365074	100.00	325365074	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		325365074	100.00	325365074	-	100	-
Public Institutions	E-voting	28254807	547680	1.94	547680	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		547680	1.94	547680	-	100	-
Public Non-Institutions	E-voting	117169624	322792	0.28	301343	21449	93.36	6.64
	Poll		1902	0.00	1902	-	100	-
	Postal Ballot		40815	0.03	29752	11063	72.89	27.11
	Total		365509	0.31	332997	32512	91.11	8.90
Total		470789505	326278263	69.30	326245751	32512	99.99	0.01

For ZEE MEDIA CORPORATION LIMITED


 Pushpal Sanghavi
 Company Secretary
 Mumbai, March 27, 2017



|| 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 : 91-22-2490 0302

www.zeenews.india.com | CIN : L92100MH1999PLC121506



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

Unique Code – P1996WB042300

PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

UdyogAdhar Number – WB10D0000448

Date: 27.03.2017

To,
The Chairman appointed by Hon'ble National Company Law Tribunal
Zee Media Corporation Limited
Continental Building, 135,
Dr. Annie Besant Road,
Worli, Mumbai – 400018

Dear Sir,

Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot, Remote E-voting and Poll conducted at the venue in connection with the Resolution detailed in the Notice dated February 17, 2017, convening Meeting of Equity Shareholders of Zee Media Corporation Limited on Monday, 27th March, 2017 at 11.00 a.m. at Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018 in pursuance of directions issued by Mumbai Bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated February 3, 2017 in Company Scheme Application No. 138 of 2017.

In terms of appointment letter dated February 17, 2017 and as per directions issued by NCLT vide Order dated February 3, 2017 in the Company Scheme Application No. 138 of 2017, I, ACS Vinita Nair, Partner of M/s. Vinod Kothari & Co., Practising Company Secretary, having office at 403-406 Shreyas Chambers, 175 D.N. Road, Fort, Mumbai- 400 001, was appointed as Scrutinizer in relation to the voting process on the Resolution proposed in the Notice dated February 17, 2017, convening a Meeting of Equity Shareholders of the Company on Monday, March 27, 2017, at 11.00 a.m. at the Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018, in pursuance of directions of NCLT ('NCLT Convened Meeting')

The compliance with the relevant provisions of the Companies Act, 2013, Rules thereunder and NCLT order dated February 3, 2017, in relation to voting through Postal Ballot, Remote E-voting and Poll on the proposed resolution is responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render Scrutinizer's report, based on reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the physical counting of votes by way of Ballot papers and Poll papers.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions

Mumbai Office: 403-406 Shreyas Chambers, 175 D.N. Road, Fort, Mumbai- 400 001,
Phone: 022-30447498 / 22614021

Delhi Office: A/11 HauzKhaus (Opposite Vatika Medicare), New Delhi – 110016, Ph – 011
41315340



issued by Hon'ble NCLT, the Company had provided remote e-voting facility through NSDL and also the facility to vote by way of Postal Ballot before the NCLT Convened Meeting and by way of Poll at the meeting.

Remote e-voting and voting by way of Postal Ballot, to facilitate voting by the Equity Shareholders of the Company as at cut-off date of February 17, 2017, commenced on Saturday, the 25th day of February 2017 at 9.00 a.m. and ended on Sunday, the 26th day of March 2017 at 5.00 p.m.

Additionally, the Equity Shareholders of the Company as at the cut-off date of February 17, 2017 who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of Poll at the NCLT Convened Meeting.

Pursuant to the provisions of Companies Act, 2013 I unblocked the e-voting on NSDL website on March 27, 2017 in the presence of two witness viz. Mr. Vignesh Iyer and Ms. Diksha Kataria, who were not in the employment of the Company.

Particulars of all postal ballot forms received from the shareholders and votes cast through electronic means have been maintained in a separate register in electronic mode.

We have relied on information provided by M/s. Link Intime India Private Ltd, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.

At the NCLT Convened Meeting, after scrutinizing all Ballot / Poll Papers relating to votes casted by the Equity Shareholders, I hereby report that 113 Equity Shareholders voted in the aggregate for 41518 Equity Shares casted votes by way of Postal Ballot and 26 Equity Shareholders voted in the aggregate for 2207 Equity Shares on Poll at the meeting. The votes casted by way of Postal Ballot by 4 Equity Shareholder holding in aggregate 701 Equity Shares were regarded as invalid and the votes casted on Poll by 7 Equity Shareholders holding in aggregate 305 Equity Shares were regarded as invalid.

I further report that 363 Equity Shareholders holding in the aggregate 326235546 Equity Shares voted through remote e-voting.

We hereby submit our Consolidated Report as under:

A. Details of Votes cast (by way of remote e-voting, Ballot and Poll Papers) with respect to Resolution proposed in the Notice

Resolution: Resolution approving Scheme of Arrangement and Amalgamation pursuant to Section 230 to 232, 52 and other applicable provisions of Companies Act, 2013 between Zee Media Corporation Limited; and Diligent Media Corporation Limited; and Mediavest India Private Limited; and Pri-Media Services Private Limited and Maurya TV Private Limited; and their respective Shareholders and Creditors.

Particulars		No of Members	No of Shares
Votes cast by way of remote e-voting	A	363	326235546
Votes cast by way of Postal Ballot	B	113	41518
Votes cast by way of Poll	C	26	2207
Total Votes cast	D	502	326279269

Mumbai Office: 403-406 Shreyas Chambers, 175 D.N. Road, Fort, Mumbai- 400 001,
Phone: 022-30447498 / 22614021

Delhi Office: A/11 HauzKhas (Opposite Vatika Medicare), New Delhi – 110016, Ph -
011 41315340



Particulars		No of Members	No of Shares
Less :Rejection of Votes cast by way of remote e-voting	E	0	0
Less :Rejection of Votes on Postal ballot	F	4	701
Less : Rejection of Votes cast on Poll	G	7	305
Total Rejections	H	11	1006
Valid votes cast by way of remote e-voting	A – E	363	326235546
Valid votes cast by way of Postal Ballot	B- F	109	40815
Valid votes cast on Poll	C- G	19	1902
Total Valid Votes	D – H	491	326278263

B. Reasons for Rejections

Particulars	No of Members	No of Shares
Rejection of Votes cast by way of remote e-voting	Nil	Nil
Rejection of Votes on Postal ballot		
Signature Mismatch	3	201
Unsigned ballot paper	1	500
Rejection of Votes cast on Poll paper		
Voted through postal ballot and poll	6	305
Not a shareholder as on record date	1	0
Total Rejections	11	1006

C. Total number of votes in favor and/or against the Resolution

Particulars	E-voting Number of		Postal Ballot Number of		Poll Number of		Total Number of	
	Members	Shares	Members	Shares	Members	Shares	Members	Shares
Total Valid Votes	363	326235546	109	40815	19	1902	491	326278263
Total votes in favor of resolution	338	326214097	101	29752	19	1902	458	326245751
Total votes against resolution	25	21449	8	11063	0	0	33	32512
% of Votes in favor	93.11	99.99	92.66	72.89	100	100	93.28	99.99
% of Votes against	6.89	0.01	7.33	27.11	0	0	6.72	0.01

Mumbai Office: 403-406 Shreyas Chambers, 175 D.N. Road, Fort, Mumbai - 400 001,
Phone: 022-30447498 / 22614021

Delhi Office: A/11 HauzKhaus (Opposite Vatika Medicare), New Delhi – 110016, Ph
011 41315340



D. Consolidated results of the Voting

Resolution Required : (Majority of persons representing 3/4 th in value)			1 - Resolution approving Scheme of Arrangement and Amalgamation pursuant to Section 230 to 232, 52 and other applicable provisions of Companies Act, 2013 between Zee Media Corporation Limited; and Diligent Media Corporation Limited; and Mediavest India Private Limited; and Pri-Media Services Private Limited and Maurya TV Private Limited; and their respective Shareholders and Creditors.					
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	325365074	325365074	100.00	325365074	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		325365074	100.00	325365074	0	100.00	0.00
Public Institutions	E-Voting	28254807	547680	1.94	547680	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		547680	1.94	547680	0	100.00	0.00
Public Non Institutions	E-Voting	117169624	322792	0.28	301343	21449	93.36	6.64
	Poll		1902	0.00	1902	0	100.00	0.00
	Postal Ballot		40815	0.03	29752	11063	72.89	27.11
	Total		365509	0.31	332997	32512	91.11	8.89
Total		470789505	326278263	69.30	326245751	32512	99.99	0.01

All Registers, relevant records and other incidental papers relating to electronic voting, Postal Ballot Papers and Poll Papers were handed over to the Company Secretary of the Company for safe keeping.

Thanking You.
Place: Mumbai



For Vinod Kothari & Company

Ms. Vinita Nair
(Partner)

ACS: 31669; COP: 11902

**Mumbai Office: 403-406 Shreyas Chambers, 175 D.N. Road, Fort, Mumbai- 400 001,
Phone: 022-30447498 / 22614021**

**Delhi Office: A/11 HauzKhas (Opposite Vatika Medicare), New Delhi – 110016, Ph –
011 41315340**