

July 19, 2017

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Manager-Corporate Relationship

Dear Sirs,

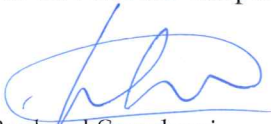
Sub: Notice of Annual General Meeting for FY 2016-17

Enclosed please find Annual Report of the Company along with Notice of 18th Annual General Meeting (AGM) to be held on Wednesday, 9th day of August 2017 at 11.00 a.m. at The Hall of Culture, The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

A Public Notice in this regard intimating relevant particulars of dispatch of notice and availability of E-voting facility has been published in newspaper today. Copy of publication is enclosed for our 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

4th Floor, "B" Wing, Madhu Industrial Estate
Pandurang Budhkar Marg, Worli, Mumbai-400 013

Tel. : +91-22-2482 7777 Fax : +91-22-2499 0071

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

Notice

Notice is hereby given that the 18th Annual General Meeting of the Members of **Zee Media Corporation Limited** will be held on Wednesday, 9th day of August 2017 at 11.00 a.m. at The Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated operations, prepared as per Indian Accounting Standards, for the financial year ended March 31, 2017 including the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Rajiv Singh [DIN 02245630], who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditor in place of Auditor retiring on rotational basis and fix their remuneration, by passing, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. Ford Rhodes Parks & Co LLP, Chartered Accountants [ICAI Firm Registration No. 102860W/W100089], be appointed as the Statutory Auditor of the Company in place of the retiring auditor M/s. MGB & Co LLP, Chartered Accountants [ICAI Firm Registration No. 101169W/W-100035], to hold such office until the conclusion of 23rd Annual General Meeting of the Company to be held in the year 2022, subject to ratification by the Members at every Annual General Meeting, at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s. Chandra Wadhwa & Co., Cost Accountants [Firm Registration No. 00239], appointed as the Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2018 be paid remuneration of ₹95,000/- (Rupees Ninety Five Thousand only) plus applicable taxes and out of pocket expenses.”

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution, as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 [“Act”] and the Rules made thereunder, the Non-Executive Directors of the Company be paid remuneration by way of Commission not exceeding 1% of net profits of the Company computed in accordance with the provisions of Sections 198 of the Act for a period of five years commencing from April 1, 2017, in addition to sitting fees for attending the meetings of Board and/or any Committee thereof, to be divided amongst the Non-Executive Directors in such manner and subject to such criteria as the Board of Directors of the Company may determine from time to time.”

6. **To consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 [“Act”] and the rules made there under read with Schedule IV of the Act, Mrs. Uma Mandavgane [DIN 03156224], who holds the office of Independent Director of the Company until August 31, 2017 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation for a period of three years from September 1, 2017 until August 31, 2020.”

7. **To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 [“Act”] and the rules made thereunder, Mr. Jagdish Chandra [DIN 01479741], who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 3, 2017 and who holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. **To consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**



“RESOLVED THAT pursuant to Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to requisite regulatory approvals, if any, consent of the Company be and is hereby accorded for appointment of Mr. Jagdish Chandra (DIN 01479741) as a Whole-time Director designated as Executive Director – Regional News Channels of the Company for a period of 5 years with effect from February 3, 2017 at a remuneration of ₹1/- (Rupee One only) per month.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration of Mr. Jagdish Chandra based on the recommendation of the Nomination and Remuneration Committee subject to the condition that the remuneration shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.”

9. **To consider and if thought fit, to pass with or without modification(s), the following resolution, as a Special Resolution:**

“RESOLVED THAT in supersession to the Special Resolution passed by the Members on August 3, 2016 and

pursuant to the provisions of Section 94 of the Companies Act, 2013 (‘Act’) read with Companies (Management and Administration) Rules, 2014 and other applicable statutory / regulatory provisions, all the Registers to be kept and maintained by the Company under Section 88 of the Act including the Register and Index of Members, Register and Index of Debenture holders and/or other Security holders etc., and copies of all Annual Returns prepared under Section 92 of the Act, together with the copies of certificates and documents relevant to the said Registers / Annual Returns be kept and maintained at the office of the Registrar and Share Transfer Agent of the Company viz. M/s Link Intime India Private Limited at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, instead of the Registered Office of the Company.”

By order of the Board

Place: Mumbai
Date : 24 May 2017

Pushpal Sanghavi
Company Secretary

Registered Office:

Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
CIN: L92100MH1999PLC121506
www.zeenews.india.com
Email: complianceofficer@zeemedia.esselgroup.com

NOTES:

- Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding 50 (fifty) Members and holding in the aggregate not more than 10% of the total Paid-up Share Capital of the Company. Any Member holding more than 10% of total Paid-up Share Capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
- Corporate members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Annual General Meeting.
- In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, on recommendation of the Audit Committee, the Board of Directors have recommended for consideration of Members at the Annual General Meeting, the appointment of M/s. Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089) as the Statutory Auditor in place of the retiring Statutory Auditor M/s. MGB & Co LLP, Chartered Accountants, to hold such office until the conclusion of 23rd Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting during such tenure, at such remuneration as may be determined by the Board of Directors of the Company.

M/s. Ford Rhodes Parks & Co LLP, Chartered Accountants, have provided requisite consent and certifications under Section 139 of the Companies Act, 2013 and has confirmed that they hold valid certificate issued by the Peer Review Board of ICAI as required under SEBI Listing

Regulations.

4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Annual General Meeting is annexed.
5. Queries on accounts and operations of the Company, if any, may be sent at least seven days before the Annual General Meeting to the Company Secretary at the registered office of the Company or by email at complianceofficer@zeemedia.esselgroup.com so as to enable the management to keep the information ready at the meeting.
6. Details as required in Sub-regulation (3) of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting forms integral part of this Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
7. Copy of the Annual Report of the Company for financial year 2016-17 is being sent by email to all the Members whose email address is registered with the Company/ Depository Participant(s) for communication. For members who have not registered their email address or members who have sent appropriate request, physical copies of the Annual Report for financial year 2016-17 is being sent. The Annual Report may also be accessed on Company's Website www.zeenews.india.com.
8. Members are requested notify about any change in their address/email address/dividend mandate/bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Pvt Ltd at C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.

9. **E-voting**

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote on all items of business

included in the Notice of 18th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL) for all the business as detailed in this notice.

The remote e-voting period for all items of business contained in this Notice shall commence from Saturday, August 5, 2017 at 9.00 a.m. and will end on Tuesday, August 8, 2017 at 5.00 p.m. During this period Members holding equity shares of the Company either in physical form or in dematerialized form as on the cutoff date of August 3, 2017, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

10. The facility for voting shall also be made available at the venue of the meeting and eligible members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
11. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. The voting rights of Members either by way of remote e-voting prior to the meeting or voting at the meeting shall be in proportion to their equity shareholding in the Company as on the cut-off date of August 3, 2017.
13. At the Annual General Meeting the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
14. The Company has appointed Mr. Satish K. Shah, Practicing Company Secretary (holding ICSI Certificate of Practice No. 3142) as Scrutinizer to conduct remote e-voting process as well as voting process at the Annual General Meeting in a fair and transparent manner.
15. The Scrutinizer, immediately after conclusion of voting at the Annual General Meeting shall first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or any other Director of the Company, who shall countersign the same and declare the result of the voting forthwith.
16. The results declared along with Scrutinizer's report



shall be placed on the website of the Company and shall simultaneously be forwarded to the Stock Exchanges. The resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.

17. The instructions and process for e-voting are as under:
- A. Members whose shareholding is in dematerialised form and whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the User-ID and Password:
- (i) Open email and open PDF file viz; "ZMCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Zee Media Corporation Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolutions, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than

individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through e-mail to complianceofficer@zeemedia.esselgroup.com and satshah@gmail.com with a copy marked to evoting@nsdl.co.in

- B. Members holding shares in dematerialised form whose email IDs are not registered with the Company/Depository Participants and Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report may obtain User ID password by sending email at evoting@nsdl.co.in or complianceofficer@zeemedia.esselgroup.com and thereafter follow all steps from Sl. No. (ii) to (xii) above to cast vote. A person who is not a Member as on the cut-off date should treat this Notice and Annual Report for information purpose only.
- C. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 3, 2017, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or complianceofficer@zeemedia.esselgroup.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In compliance with the requirements of Companies (Cost Records and Audit) Rules, 2014, as amended vide Notification No. GSR. 695(E) dated July 14, 2016, the Board of Directors of the Company at the meeting held on May 24, 2017, had after reviewing confirmation received and based on the recommendations of the Audit Committee, approved appointment of M/s. Chandra Wadhwa & Co., Cost Accountants

having Firm Registration No. 00239, as Cost Auditor to carry out Audit of Cost Records of the Company for FY 2017-18 at a remuneration of ₹95,000/- (Rupees Ninety Five Thousand only) plus applicable taxes and re-imbursalment of out of pocket expenses.

As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be subject to ratification by the shareholders subsequently.

Your Board recommends the Ordinary resolution as set out in Item No. 4 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution as detailed in Item No. 4 of the Notice.

Item No. 5

At the 13th Annual General Meeting held on July 19, 2012, the Members of the Company had approved a proposal for payment of Commission of upto 1% of Net Profits of the Company, to Non-Executive Directors of the Company for a period of 5 years commencing from April 1, 2012. The said commission was in addition to the sitting fees payable to the Directors for attending the meeting of the Board of Directors of the Company or any Committee thereof.

Considering the need to attract independent professionals and adequately compensate Non-Executive Directors for their role and responsibilities in the Company and time devoted and contribution made in the affairs of the Company, it is proposed that the Non-Executive Directors be paid commission of upto 1% of Net Profits of the Company for a period of five financial years commencing from Financial Year 2017-2018. Such commission of upto 1% of Net Profits which is within the limits prescribed under Section 197 of the Companies Act, 2013, would be in addition to the sitting fees payable to the Directors for attending the Meetings of the Board or any Committee thereof.

In accordance with Section 197 of the Companies Act, 2013 and Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Shareholders is sought for payment of remuneration by way of Commission to Non-Executive Directors of the Company, in addition to sitting fees.

Your Board recommends Ordinary resolution as set out in Item No. 5 of the Notice for approval of the Members.

All Non-Executive Directors may be deemed to be interested or concerned in passing of the Resolution as detailed in Item No. 5 of the Notice.

Item No. 6

At the 16th Annual General Meeting held on August 7, 2015, Members of the Company had approved appointment of Mrs. Uma Mandavgane (DIN 03156224), as an Independent Director of the Company not liable to retire by rotation for a period of 3 years with effect from September 1, 2014. The current term of the said appointment of Mrs. Uma Mandavgane as Independent Director of the Company is set to expire on August 31, 2017. As per Section 149(10) of Companies Act, 2013, an Independent Director shall be eligible for re-appointment for a second term of upto 5 years on passing of a Special resolution by the Shareholders of the Company.

Based on the performance evaluation and after reviewing confirmation of independence received, your Board recommends re-appointment of Mrs. Uma Mandavgane as Independent Director, for the second term of 3 years from September 1, 2017 till August 31, 2020. Appropriate notice has been received from a Member proposing appointment of Mrs. Uma Mandavgane as an Independent Director of the Company for second term and requisite consent has been received from the said Director pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Uma Mandavgane who is proposed to be appointed for the second term as an Independent Director of the Company for the period of 3 years up to August 31, 2020, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management.

Mrs. Uma Mandavgane, 51, Chartered Accountant and Certified Information Systems Auditor from ISACA, USA is a professional with rich experience of over 24 years in the areas of Business Process Re-engineering, Control assessment of business, technology risk and regulatory compliance requirements under SEBI guidelines, SOX etc., with organisations like Lupin Laboratories Ltd, VIP Industries Ltd, Deloitte etc. Currently Mrs. Uma Mandavgane is associated with CMS Infosystems Limited as Director-Risk. Apart from the Company, Mrs. Uma Mandavgane holds directorship in Diligent Media Corporation Limited and Bloom Systems Private Limited. Mrs. Uma Mandavgane does not hold any shares of the Company and is not related to any other Director of the Company.

Your Board recommends the Special resolution as set out in Item No. 6 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mrs. Uma Mandavgane (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution as detailed in Item No. 6 of the Notice.

Item No. 7 & 8

At the meeting held on February 3, 2017, the Board of Directors of the Company had, based on recommendation of the Nomination & Remuneration Committee, approved appointment of Mr. Jagdish Chandra (DIN 01479741) as an Additional Director of the Company with effect from February 3, 2017. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Jagdish Chandra holds office till the date of this Annual General Meeting and appropriate notice has been received from a member proposing appointment of Mr. Jagdish Chandra as a Director of the Company liable to retire by rotation. Requisite consent has been received from Mr. Jagdish Chandra pursuant to Section 152 of the Companies Act, 2013.



Further, at the said meeting held on February 3, 2017, the Board of Directors of the Company had, subject to approval of Members and in accordance with recommendations of Nomination & Remuneration Committee, approved appointment of Mr. Jagdish Chandra as a Whole-time Director of the Company designated as Executive Director – Regional News Channels for a period of 5 years with effect from February 3, 2017, at the remuneration of ₹1/- per month and the said remuneration along with remuneration payable to other Executive Director shall be within the limit of 10% of Net profits as prescribed under Section 197 of the Companies Act, 2013. The terms and remuneration as mentioned in the resolution may be altered and varied by the Nomination & Remuneration Committee / Board as it may decide, subject to the condition that any such variation shall be within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

Mr. Jagdish Chandra, 66, M.Com from Rajasthan University and a veteran of regional news media, was a senior bureaucrat with state government of Rajasthan, wherein he held various key positions during over 3 decades of service. Before joining the Company, Mr. Chandra was associated with Eenadu Group as Head – Etv News Channels and was responsible for the Regional News Channel business. During his stint of over 8 years with Etv, its Regional News Channel business expanded multifold in size and stature spreading across 15 states with 13 Etv & News 18 Channels. Mr. Chandra is an independent professional, not related to any of the Directors and/or Promoters of the Company and does not hold any Shares of the Company. Mr. Jagdish Chandra does not hold Directorship in any other Company. The Resolution and Explanatory Statement may be considered as disclosure and information under applicable regulatory requirements.

Considering experience of Mr. Jagdish Chandra and benefits that are expected to accrue to the Company with his association, your Board recommends the Ordinary and Special Resolution(s) as set out in Item No. 7 & 8, respectively, of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Jagdish Chandra (whose appointment is proposed in these resolutions) are in any way concerned or interested in the resolution(s) as detailed in Item No. 7 & 8 of the Notice.

Item No. 9

In compliance with the requirements of Section 94 of the Companies Act, 2013, Members of the Company at the 17th Annual General Meeting held on August 3, 2016, had approved a proposal for maintaining the Register & Index of Members, Share Transfer and other related Statutory Registers including Annual Returns and annexures thereto at the office of the Registrar & Share Transfer Agent of the Company M/s. Link Intime India Pvt Ltd ('RTA') located at C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400 078, rather than at the Registered Office of the Company.

Since RTA has shifted its Registered Office to their own premises, approval of Members is sought for maintaining Register & Index of Members, Share Transfer and other related Statutory Registers including Annual Returns and annexures thereto at the new location at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083.

Section 94 of the Companies Act, 2013, permits the Company to maintain its Registers and Annual Returns at any place other than its Registered Office subject to Members approval by way of Special Resolution. A copy of the proposed resolution will be forwarded before the Annual General Meeting to the Registrar of Companies, Maharashtra, Mumbai, as required under the said Section 94 (1) of the Companies Act, 2013.

Your Board recommends the Special resolution as set out in Item No. 9 of the Notice for the approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution as detailed in Item No. 9 of the Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI LISTING REGULATIONS

Re-appointment of Mr. Rajiv Singh (Item No. 2)

Mr. Rajiv Singh, 59, Executive Director & Chief Operating Officer of the Company, is Post Graduate in Humanities from Banaras Hindu University and an industry veteran with experience of over three decades spanning both offline and digital media with various Media houses including Reliance Jio (as VP Corporate Communication), News 18 (as Business Head), Khaleej Times, UAE (Director Digital Business), Exponential, USA (as Managing Director for MENA region).

As at March 31, 2017, apart from the Company, Mr. Rajiv Singh holds Directorship in News Broadcasters Association, Pri-Media Services Private Limited, Maurya TV Private Limited, Zee Akaash News Private Limited and Prism Etechsolutions Private Limited. Mr. Rajiv Singh does not hold any shares of the Company and is not related to any other Directors of the Company.

Re-appointment of Mrs. Uma Mandavgane (Item No. 6)

Requisite details of Mrs. Uma Mandavgane forms part of Explanatory Statement in respect of Special business detailed in Item No. 6.

Re-appointment of Mr. Jagdish Chandra (Item No. 7 & 8)

Requisite details of Mr. Jagdish Chandra forms part of Explanatory Statement in respect of Special business detailed in Item No. 7 & 8.

By order of the Board

Place: Mumbai
Date : 24 May 2017

Pushpal Sanghavi
Company Secretary

Registered Office:

Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
CIN: L92100MH1999PLC121506
www.zeenews.india.com
Email: complianceofficer@zeemedia.esselgroup.com

Map of AGM Venue

