



Extraordinary Together

July 20, 2018

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

Sub: Proceedings of 19th Annual General Meeting

Dear Sirs,

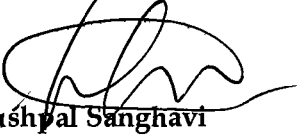
The 19th Annual General Meeting of the Equity Shareholders of the Company was held today i.e. on Friday, July 20, 2018 at 11.00 a.m. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

In accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had provided remote e-voting facility, to facilitate all Members of the Company, as at cut-off date of July 12, 2018, to cast their votes electronically on all businesses proposed in the Notice of AGM. The remote E-voting period commenced on Monday, July 16, 2018 at 9.00 a.m. and concluded on Thursday, July 19, 2018 at 5.00 p.m. Additionally to facilitate voting by the Shareholders who had not voted using remote e-voting facility, Tablet Voting at the venue of the Annual General Meeting held today.

Based on the consolidated report dated July 20, 2018 submitted by the Scrutiniser, FCS. Satish K Shah, Practicing Company Secretary, the Chairman of the AGM has declared that all the resolutions included in the Notice of 19th Annual General Meeting were approved by the Shareholders of the Company with requisite majority.

Particulars of results of Remote E-Voting & Tablet Voting as per Regulation 44(3) of the Listing Regulations along with the copy of the Scrutiniser's report is enclosed for your information and record.

Yours truly,
For Zee Media Corporation Limited


Pushpal Sanghavi
Company Secretary
Encl. As above



Zee Media Corporation Limited

Regd. Office : Marathon Futurex, 14th Floor, A wing, N M Joshi Marg, Lower Parel, Mumbai - 400 013

Tel.: +91-22-7105 5001 | +91-22-7106 1234 | Fax.: +91-22-2300 2107

www.zeenews.com | CIN: L92100MH1999PLC121506



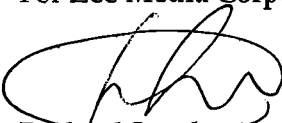
Extraordinary Together

Details of Voting Results at 19th Annual General Meeting held on July 20, 2018
(Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	July 20, 2018
Total number of Equity shareholders as on Cut-off date (July 12, 2018)	100761
No of Equity Shareholders present in the meeting either in person or through proxy:	
a) Promoters & Promoter Group	8
b) Public	52
No of Equity Shareholders attended the meeting through video conferencing:	
a) Promoters & Promoter Group	Not Provided
b) Public	Not Provided
Details of Agenda	
Resolution required	Refer Voting results certified by M/s. Link Intime India Pvt Ltd, the Registrar & Share Transfer Agent of the Company Annexed
Whether promoter / promoter group are interested in the resolution	
Mode of Voting	
Voting results	

For Zee Media Corporation Limited


Pushpal Sanghavi
Company Secretary



Mumbai, July 20, 2018



Zee Media Corporation Limited

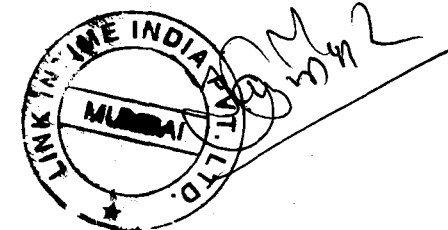
Regd. Office : Marathon Futurex, 14th Floor, A wing, N M Joshi Marg, Lower Parel, Mumbai - 400 013

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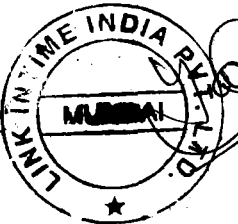
Zee Media Corporation Limited

Resolution Required : (Ordinary)		1 - Adoption of Audited Financial Statements of the Company on Standalone and Consolidated basis for the financial year ended March 31, 2018 including the Balance Sheet, Statement of Profit and Loss and the Reports of the Auditors and Directors thereon.						
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
Promoter and Promoter Group	E-Voting	315529008	315529008	100.0000	315529008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		315529008	100.0000	315529008	0	100.0000	0.0000
Public Institutions	E-Voting	33744776	22654513	67.1349	22654513	0	100.0000	0.0000
	Poll		2000000	5.9268	2000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24654513	73.0617	24654513	0	100.0000	0.0000
Public Non Institutions	E-Voting	121515721	19115038	15.7305	19114037	1001	99.9948	0.0052
	Poll		3756371	3.0913	3756371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22871409	18.8218	22870408	1001	99.9956	0.0044
Total		470789505	363054930	77.1162	363053929	1001	99.9997	0.0003



Zee Media Corporation Limited

Resolution Required : (Ordinary)		2 - Re-appointment of Mr. Rajiv Singh as Director of the Company.						
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
Promoter and Promoter Group	E-Voting	315529008	315529008	100.0000	315529008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		315529008	100.0000	315529008	0	100.0000	0.0000
Public Institutions	E-Voting	33744776	22654513	67.1349	21374373	1280140	94.3493	5.6507
	Poll		2000000	5.9268	2000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24654513	73.0617	23374373	1280140	94.8077	5.1923
Public Non Institutions	E-Voting	121515721	19114933	15.7304	19098145	16788	99.9122	0.0878
	Poll		3756371	3.0913	3756371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22871304	18.8217	22854516	16788	99.9266	0.0734
Total		470789505	363054825	77.1162	361757897	1296928	99.6428	0.3572



 Link Time India Pvt. Ltd.

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Zee Media Corporation Limited

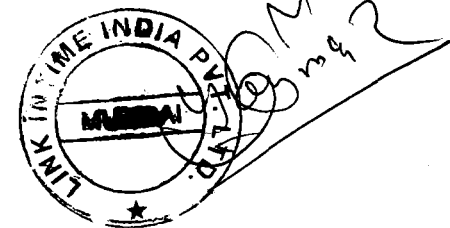
Resolution Required : (Ordinary)

3 - Appointment of Mr. Ashok Venkatramani as Director

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
Promoter and Promoter Group	E-Voting	315529008	315529008	100.0000	315529008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		315529008	100.0000	315529008	0	100.0000	0.0000
Public Institutions	E-Voting	33744776	22654513	67.1349	22654513	0	100.0000	0.0000
	Poll		2000000	5.9268	2000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24654513	73.0617	24654513	0	100.0000	0.0000
Public Non Institutions	E-Voting	121515721	19114638	15.7302	19100930	13708	99.9283	0.0717
	Poll		3756371	3.0913	3756371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22871009	18.8214	22857301	13708	99.9401	0.0599
Total		470789505	363054530	77.1161	363040822	13708	99.9962	0.0038



Zee Media Corporation Limited

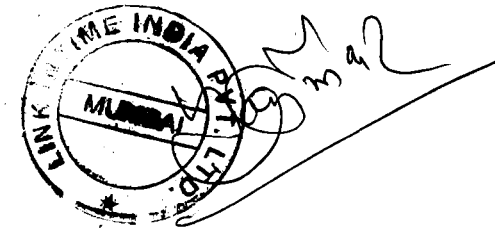
Resolution Required : (Special)

4 - Appointment of and payment of remuneration to Mr. Ashok Venkatramani as Managing Director.

Whether promoter/ promoter group are interested in the agenda/resolution?

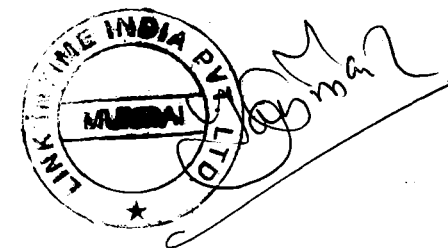
NO

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	315529008	315529008	100.0000	315529008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		315529008	100.0000	315529008	0	100.0000	0.0000
Public Institutions	E-Voting	33744776	22654513	67.1349	22654513	0	100.0000	0.0000
	Poll		2000000	5.9268	2000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24654513	73.0617	24654513	0	100.0000	0.0000
Public Non Institutions	E-Voting	121515721	19059809	15.6851	19041438	18371	99.9036	0.0964
	Poll		3756371	3.0913	3756371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22816180	18.7763	22797809	18371	99.9195	0.0805
Total		470789505	362999701	77.1045	362981330	18371	99.9949	0.0051



Zee Media Corporation Limited

Resolution Required : (Special)		5 - Re-appointment of Dr. (Mrs.) Rashmi Aggarwal as Independent Director for second term.						
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
Promoter and Promoter Group	E-Voting	315529008	315529008	100.0000	315529008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		315529008	100.0000	315529008	0	100.0000	0.0000
Public Institutions	E-Voting	33744776	22654513	67.1349	22654513	0	100.0000	0.0000
	Poll		2000000	5.9268	2000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24654513	73.0617	24654513	0	100.0000	0.0000
Public Non Institutions	E-Voting	121515721	19114438	15.7300	19095272	19166	99.8997	0.1003
	Poll		3756371	3.0913	3756371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22870809	18.8213	22851643	19166	99.9162	0.0838
Total		470789505	363054330	77.1161	363035164	19166	99.9947	0.0053



Zee Media Corporation Limited

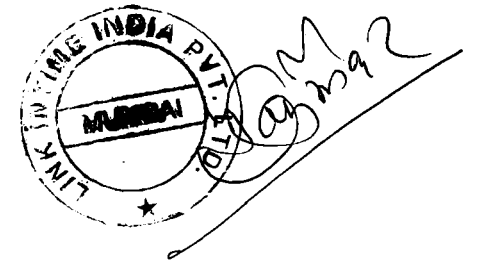
Resolution Required : (Special)

6 - Re-appointment of Mrs. Kanta Devi Allria as Independent Director for second term.

Whether promoter/ promoter group are interested in the agenda/resolution?

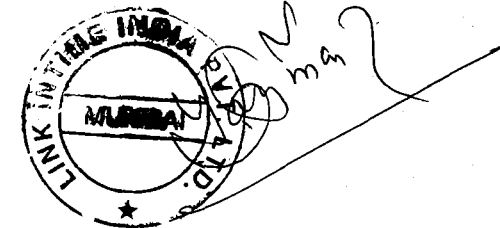
NO

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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	315529008	315529008	100.0000	315529008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		315529008	100.0000	315529008	0	100.0000	0.0000
Public Institutions	E-Voting	33744776	22654513	67.1349	22654513	0	100.0000	0.0000
	Poll		2000000	5.9268	2000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24654513	73.0617	24654513	0	100.0000	0.0000
Public Non Institutions	E-Voting	121515721	19113662	15.7294	19094364	19298	99.8990	0.1010
	Poll		3756371	3.0913	3756371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22870033	18.8206	22850735	19298	99.9156	0.0844
Total		470789505	363053554	77.1159	363034256	19298	99.9947	0.0053



Zee Media Corporation Limited

Resolution Required : (Ordinary)		7 - Material Related Party Transactions by the Company with Zee Entertainment Enterprises Limited (ZEEL) for availing Channel Distribution Services, Advertisement Sales Services and Content Monetization on Digital / Web platform.						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
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	315529008	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	33744776	22654513	67.1349	18395	22636118	0.0812	99.9188
	Poll		2000000	0.0000	2000000	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24654513	73.0617	2018395	22636118	8.1867	91.8133
Public Non Institutions	E-Voting	121515721	19114988	15.7305	18610645	504343	97.3615	2.6385
	Poll		3756371	3.0913	3756371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22871359	18.8217	22367016	504343	97.7949	2.2051
Total		470789505	47525872	10.0949	24385411	23140461	51.3098	48.6902



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



Satish K. Shah
B.A., LL.B. FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

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

July 20, 2018

To
The Chairman
Zee Media Corporation Limited
14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai 400 013

Dear Sir,

Consolidated Scrutiniser Report

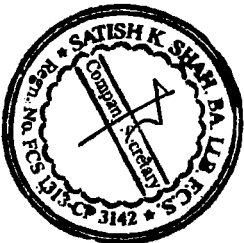
Consolidated Report on Remote E-voting and Tablet Voting conducted in relation to the Businesses proposed in the Notice of 19th Annual General Meeting of Zee Media Corporation Limited ('the Company') held on Friday, July 20, 2018 at The Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018 at 11.00 a.m.

The Company had vide letter dated May 16, 2018, appointed the undersigned, as the Scrutiniser to scrutinize and report on the votes cast by the Shareholders on all resolutions detailed in the Notice of 19th Annual General Meeting of the Company convened on Friday, July 20, 2018 at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 11.00 a.m.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, the Company had, in connection with all the resolutions proposed at the 19th Annual General Meeting (AGM), provided Remote E-voting and Tablet Voting (at AGM for shareholders who could not vote through remote e-voting earlier) facility through National Securities Depository Limited (NSDL).

The remote e-voting period, to facilitate voting by the Shareholders of the Company as at the cut-off date of July 12, 2018, commenced on Monday, July 16, 2018 at 9.00 a.m. and ended on Thursday, July 19, 2018 at 5.00 p.m.

Contd..2/-



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



Satish K. Shah
B.A., LL.B. FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

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

:2:

At the meeting, the Chairman of the AGM had announced that the facility for tablet voting at the venue was made available for voting by the Shareholders of the Company, as at the cut-off date of July 12, 2018, who had attended the AGM and could not vote earlier using remote e-voting facility.

Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, I unblocked Remote E-voting details from NSDL website on July 20, 2018 in the presence of Ms. Trupti Parab and Mr. Prashant Kirtikar, both employees of M/s. Link Intime India Pvt. Ltd. the Registrar & Share Transfer Agent of the Company.

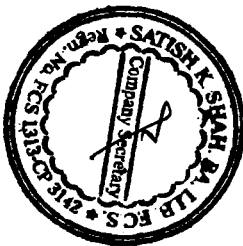
At the AGM, based on reports on votes cast by way of tablet voting made available by NSDL, I hereby report that 33 Equity Shareholders holding in aggregate 5,756,371 Equity Shares had cast votes on the resolutions proposed in the Notice of AGM through tablet voting at Meeting venue.

Based on remote e-voting report verified and downloaded from NSDL website and the report on tablet voting at the meeting provided by NSDL, I hereby submit my consolidated report on votes cast on all resolutions proposed at the 19th AGM as under:

1. The details of votes cast (number of Shares):

Resolution No.	Votes cast by tablet voting	Votes cast by Remote e-voting	Invalid votes	Total valid votes cast by tablet voting & remote e-voting
Resolution 1	5,756,371	357,298,559	0	363,054,930
Resolution 2	5,756,371	357,298,454	0	363,054,825
Resolution 3	5,756,371	357,298,159	0	363,054,530
Resolution 4	5,756,371	357,243,330	0	362,999,701
Resolution 5	5,756,371	357,297,959	0	363,054,330
Resolution 6	5,756,371	357,297,183	0	363,053,554
Resolution 7	5,756,371	41,769,501	0	47,525,872

Contd..3/-



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



Satish K. Shah

B.A., LL.B. FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

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E-mail: satshah@gmail.com

:3:

2. Votes cast in favor and/or against resolutions by e-voting and tablet voting respectively:

Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3	Resolution No. 4
E-voting in favor of resolution	357,297,558	356,001,526	357,288,441	357,224,959
E-voting against the resolution	1,001	1,296,928	13,708	18,371
Tablet voting in favor of resolution	5,756,371	5,756,371	5,756,371	5,756,371
Tablet voting against the resolution	0	0	0	0
Nature of Resolution	Ordinary	Ordinary	Ordinary	Special
Total valid votes cast	363,054,930	363,054,825	363,054,530	362,999,701
Total votes in favour				
No of Shares	363,053,929	361,757,897	363,040,822	362,981,330
% of Total Votes Cast	99.9997%	99.6428%	99.9962%	99.9949%
Total votes against				
No of Shares	1,001	1,296,928	13,708	18,371
% of Total Votes Cast	0.0003%	0.3572%	0.0038%	0.0051%
Result of voting	Passed as an Ordinary resolution	Passed as an Ordinary resolution	Passed as an Ordinary resolution	Passed as Special resolution

Particulars	Resolution No. 5	Resolution No. 6	Resolution No. 7
E-voting in favor of resolution	357,278,793	357,277,885	18,629,040
E-voting against the resolution	19,166	19,298	23,140,461
Tablet Voting in favor of resolution	5,756,371	5,756,371	5,756,371
Tablet Voting against the resolution	0	0	0
Nature of Resolution	Special	Special	Ordinary
Total valid votes cast	363,054,330	363,053,554	47,525,872
Total votes in favour			
No of Shares	363,035,164	363,034,256	24,385,411
% of Total Votes Cast	99.9947	99.9947%	51.3098%
Total votes against			
No of Shares	19,166	19,298	23,140,461
% of Total Votes Cast	0.0053%	0.0053%	48.6902%
Result of voting	Passed as Special resolution	Passed as Special resolution	Passed as an Ordinary resolution

Contd..4/-



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

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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

:4:

None of the Related parties including Shareholders forming part of Promoter / Promoter Group voted on the Ordinary Resolution proposed in Item No. 7 of the Notice.

The report on Remote e-voting, Tablet voting at the Meeting venue and all other relevant records such as authorisations and proxy papers have been handed over to the Company Secretary of the Company.

Mr. Satish K. Shah
Practicing Company Secretary
Membership No. 1313
CP No.: 3142

