

December 1, 2020

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051 <b>NSE - ZEEMEDIA</b>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <b>BSE - 532794</b>
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**Sub.: Declaration of Voting Results of the Postal Ballot Notice dated October 30, 2020**

**Ref.: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); and  
Our intimations dated October 30, 2020, November 1, 2020, November 2, 2020 and  
November 29, 2020**

Dear Sir/ Madam,

Pursuant to Regulation 30 of Listing Regulations, we wish to inform you that the following special resolutions have been passed by the members of the Company with requisite majority on December 1, 2020, being the last date of receiving e-voting under the Postal Ballot.

1. Re-classification of Authorised Share Capital and consequent alteration in the capital clause of Memorandum of Association of the Company, and
2. Issuance of Compulsorily Convertible Preference Shares ("CCPS") on Preferential Basis.

With regard to the same, please find enclosed herewith:-

1. Voting Results as required under Regulation 44 of Listing Regulations.
2. Report of Scrutinizer dated December 1, 2020, issued 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.

The Results of the Postal Ballot along with the Scrutinizer's Report will be available on the Company's website at [www.zeenews.com](http://www.zeenews.com) and also on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

You are requested to take the same on record.

Thanking You,  
For Zee Media Corporation Limited



**Ranjit Srivastava**  
**Company Secretary & Compliance Officer**  
Membership No. A18577

*Encl. as above*



**Zee Media Corporation Limited**

Corporate Office: FC-19, Sector-16A, Film City, Noida - 201301, UP, India.

Phone: +91-120-2511064-73

Regd. Office: Marathon Futurex, 14th Floor, A Wing, N M Joshi Marg, Lower Parel, Mumbai - 400013, India

Phone: +91-22-7105 5001 | [www.zeenews.com](http://www.zeenews.com) | CIN: L92100MH1999PLC121506

## Zee Media Corporation Limited

Resolution Required : (Special)		1. RE-CLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100 0	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	110703277	110703277	100.0000	110703277	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>110703277</b>	<b>100</b>	<b>110703277</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	60044697	36080600	0.0000	0	36080600	0.0000	100.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>36080600</b>	<b>60.0896</b>	<b>0</b>	<b>36080600</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	300041531	43127573	14.3739	42804471	323102	99.2508	0.7492	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>43127573</b>	<b>14.3739</b>	<b>42804471</b>	<b>323102</b>	<b>99.2508</b>	<b>0.7492</b>	<b>0</b>
<b>Total</b>		<b>470789505</b>	<b>189911450</b>	<b>40.3389</b>	<b>153507748</b>	<b>36403702</b>	<b>80.8312</b>	<b>19.1688</b>	<b>0</b>





## Zee Media Corporation Limited

Resolution Required : (Special)		2 - ISSUANCE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES('CCPS') ON PREFERENTIAL BASIS							
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	% of Votes against on votes	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	110703227	110703277	100.0000	110703277	0	100	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>110703277</b>	<b>100.0000</b>	<b>110703277</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	60044697	36080600	60.0896	0	36080600	0.0000	100.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>36080600</b>	<b>60.0896</b>	<b>0</b>	<b>36080600</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	300041531	43129579	14.3745	42781097	348482	99.1920	0.8080	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>43129579</b>	<b>14.3745</b>	<b>42781097</b>	<b>348482</b>	<b>99.1920</b>	<b>0.8080</b>	<b>0</b>
<b>Total</b>		<b>470789505</b>	<b>189913456</b>	<b>40.3394</b>	<b>153484374</b>	<b>36429082</b>	<b>80.8181</b>	<b>19.1819</b>	<b>0</b>





# JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

## SCRUTINIZER'S REPORT ON POSTAL BALLOT E-VOTING OF ZEE MEDIA CORPORATION LIMITED

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,  
Zee Media Corporation Limited**  
14<sup>th</sup> Floor, A Wing,  
Marathon Futurex, N M Joshi Marg,  
Lower Parel, Mumbai – 400 013  
{CIN: L92100MH1999PLC121506}

**Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolutions contained in the Postal Ballot Notice dated October 30, 2020.**

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Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005 Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Zee Media Corporation Limited ('the Company') at their Board Meeting held on October 30, 2020 for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated October 30, 2020 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has prescribed guidelines for holding general meetings/conducting postal ballot process through e-voting *vide* its General Circular Nos. 14/2020, 17/2020 and 33/2020 dated April 8, 2020, April 13, 2020 and September 28, 2020, respectively ('MCA Circulars') and in compliance with the applicable provisions of the Act and Regulation 44 of the Securities And Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), for the time being in force (including any statutory modification(s) or re-enactments thereof), the resolutions as appended below were put before the Member(s) of the Company for Voting through Postal Ballot mechanism. The Voting was allowed by remote e-voting only and no physical postal ballot forms were dispatched to the members, in terms of applicable provisions.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means, by the members on the Resolutions proposed in the Postal Ballot Notice dated October 30, 2020, is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited ('NSDL'), the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby report as under:

1. The Company appointed/engaged NSDL, the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent only through electronic mode to all the members whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants.
3. The Company has published an advertisement on November 2, 2020 about the dispatch of Notice through electronic mode only in 'Business Standard' (All Editions) in English and 'Lakshadeep' (Mumbai Edition) in Marathi.
4. The Company dispatched the Notice by email on November 1, 2020, to members whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date *i.e.* October 30, 2020. Members as on cut-off date were considered for dispatch of Notice and entitled to vote on the Resolutions as set out at item nos. 1 and 2 in the said Notice ('Resolutions).
5. The Company also issued 'Corrigendum to Notice' and 'Corrigendum' in the Newspaper Financial Express(All Editions) in English and Lakshadeep (Mumbai Edition) in Marathi on November 29, 2020 issued to inform the Shareholders of the Company regarding changes / clarification in the explanatory statement, with respect to agenda item no. 2.
6. The voting through remote e-voting facility commenced on November 2, 2020 at 9:00 A.M. (IST) and concluded on December 1, 2020 at 5:00 P.M. (IST), being the last date for remote e-voting. The Voting during this period was considered for my scrutiny.
7. Pursuant to Rule 20of Companies (Management & Administration) Rules, 2014, the remote E-Voting on NSDL Website was unblocked by me on December 1, 2020 at 05:04P.M. (IST) in the presence of two independent witnesses viz. Mr. Punit Jain and Mr. Deependra Mishra, who are not in employment of the Company.





8. I hereby report that **390** Equity Shareholders holding in aggregate **189913456** Equity shares availed remote E-voting facility to cast their votes on the Resolutions proposed in the Notice.

9. The results of voting are as under:

**a) As a Special Resolution**

**Item No. 1: Re-classification of Authorised Share Capital and consequent alteration in the capital clause of Memorandum of Association of the Company**

Particulars	No. of Members	No. of Votes
Total e-voting received	388	189911450

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	339	153507748	80.8312	49	36403702	19.1688

**b) As a Special Resolution**

**Item No.2: Issuance of Compulsorily Convertible Preference Shares ("CCPS") on Preferential Basis**

Particulars	No. of Members	No. of Votes
Total e-voting received	390	189913456

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	327	153484374	80.8181	63	36429082	19.1819

Based on the above results, both the Special Resolutions in Item No. 1 and 2 mentioned herein above proposed to the Members of Zee Media Corporation Limited stand passed as Special Resolutions with requisite majority on December 1, 2020.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Special Resolutions mentioned in the Notice.



All registers, relevant records and other papers related to e-voting which are in my safe custody have been handed over to the Company Secretary of the Company for safe keeping, to the extent applicable.

Thanking you,

Yours faithfully,

For Jayant Gupta & Associates



Jayant Gupta  
Proprietor

Membership No. : F7288

PCS No. : 9738

PR No. : 759/2020

UDIN : F007288B001369748



Countersigned



Ranjit Srivastava

Company Secretary

Membership No. A18577

Zee Media Corporation Limited



Place: Delhi

Date: December 1, 2020