

June 30, 2016

BSE Limited
National Stock Exchange of India Limited

Kindly Attn: Corporate Relationship Department

Dear Sir,

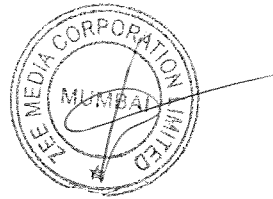
Sub: Declaration of Results - Postal Ballot Notice dated May 18, 2016 seeking approval of Unrelated Shareholders for material related party transaction between the Company and Zee Entertainment Enterprises Limited (ZEEL)

This is further to our communication dated May 30, 2016, submitting copy of Postal Ballot Notice sent to the Shareholders of the Company seeking approval of unrelated shareholders for material related party transaction between the Company and ZEEL for distribution of television channels of the Company by ZEEL.

The Postal Ballot / E-voting process commenced from Monday, May 30, 2016 at 9.00 a.m. and ended on Tuesday, June 28, 2016 at 5.00 p.m.

Mrs. Vinita Nair, Partner of M/s. Vinod Kothari & Co., Company Secretaries, who was appointed as Scrutiniser to scrutinise and report on Postal Ballot / E-voting by shareholders on the said resolution, has issued report dated June 30, 2016 and based on the said Scrutiniser's report, the Executive Director & CEO of the Company has today i.e. on June 30, 2016, declared that the **Ordinary Resolution**, proposed in the Postal Ballot Notice dated May 18, 2016, has been approved by unrelated shareholders with requisite majority (with 99.84% voting in favour of resolution and 0.16% voting against the resolution) and therefore the said Ordinary Resolution is deemed to be passed on June 28, 2016 (Last date of voting by Postal Ballot / E-voting).

Report on votes cast in favour of and against the said ordinary resolution in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as detailed herein:



॥ 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

Resolution required: (Ordinary/ Special)						Ordinary Resolution	
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 & Promoter Group							
E-Voting							
Physical Voting							
Total	325365074	0	0	0	0	0	0
Public Institutions							
E-Voting		87526		87526	0	100	0
Physical Voting							
Total	28622955	87526	0.31	87526	0	100	0
Public Non-Institutions							
E-Voting		10338887		10332464	6423	99.94	0.06
Physical Voting		993557		981445	12112	98.78	1.22
Total	116801476	11332444	9.70	11313909	18535	99.84	0.16
Grand Total	470789505	11419970	2.43	11401435	18535	99.84	0.16

We further enclose copy of report issued by the Scrutiniser in connection with the said Ordinary resolution.

Kindly acknowledge receipt.

For Zee Media Corporation Limited


Pushpal Sanghavi
Company Secretary



Encl. As stated



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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: June 30, 2016

To
The Board of Directors
Zee Media Corporation Limited
Continental Building,
135, Dr. Annie Besant Road, Worli,
Mumbai - 400018
India

Sub: Scrutinizer's report on postal ballot conducted as per Companies Act, 2013 and allied Rules thereunder.

Sir,

I, Mrs. Vinita Nair, Partner, M/s Vinod Kothari & Co., Company Secretaries, vide letter dated May 18, 2016 was appointed by the Company as the Scrutinizer pursuant to section 108 of the Companies Act, 2013 ('Act, 2013') read with Rule 20 and 22 of the Companies Management and Administration) Rules, 2014 ('Rules, 2014') to ensure fair and transparent conduct of the postal ballot/e-voting process in due compliance with section 110 of Act, 2013 and Rules, 2014 for the approval sought from unrelated shareholders for the below mentioned resolution:

Resolution No.	Type & Description of resolution
1	Ordinary Resolution pursuant to SEBI Listing Regulations approving a Material related party transaction between the Company and Zee Entertainment Enterprises Ltd (ZEEL), a related party as per Accounting Standard 18, for distribution of the television channels of the Company by ZEEL.

Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai - 400002, Ph- 022-22817427
Delhi Office: A/11 HauzKhaus (Opposite Vatika Medicare), New Delhi - 110016, Ph - 011 41315340





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The compliance with the relevant provisions of the Act, 2013 and Rules, 2014 made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolution proposed is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots are conducted in a fair and transparent manner and submit Scrutinizer's report of the total votes cast in favour or against, if any, to the Company on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the physical counting of ballots.

In keeping with the requirements of the Rules, 2014, we submit our report as under:

1. As per the information provided to us, the Company had completed the despatch of postal ballot notice, along with the postal ballot form and business reply envelope (postage prepaid) on May 30, 2016 by courier and all the notices under electronic mode were also sent on the same day to all such members whose names appeared on the Register of Members/list of beneficiaries as at close of business on Friday, May 20, 2016.
2. The e-voting period commenced from Monday, May 30, 2016 at 9.00 a.m. and ended on Tuesday, June 28, 2016 at 5.00 p.m. The NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked by us in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballots were considered till June 28, 2016.
3. Public Notice containing relevant details as required by Rules, 2014 was published in English Newspaper 'dna' on May 30, 2016 and in Marathi Newspaper Navshakti on June 01, 2016.





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4. In keeping with the provisions of Section 108 and 110 of Act, 2013 and Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company had made arrangements with National Securities Depository Limited for providing a system of casting votes by the shareholders through electronic means.
5. 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.
6. All postal ballot forms received upto 5.00 P.M. on June 28, 2016, being the last time and date fixed by the Company for receipt of the postal ballot forms, have been considered for scrutiny. Any form received after the said date and time have not been considered for scrutiny.
7. During the course of scrutiny, no postal ballot form has been found to be defaced or mutilated.
8. We have relied on information provided by M/s. Sharepro Services (India) Pvt Ltd, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.



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9. The details of postal ballot forms (both by physical ballots and electronic means) received with respect to the proposed resolution are given below:

Sr. No	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	201	1004529
2	Total votes cast by electronic means	218	10426413
3	Total no. of votes taken to be invalid out of the physical ballots received (for reasons mentioned below)	18	10972
4	No. of e-votes taken to be invalid	0	0
	Total number of valid postal ballot forms and e-voting confirmations [1+2-(3+4)]	401	11419970

Summary of reasons for rejection of the postal ballots:-

Remarks	No. of Ballots	No. of Shares
Copy of Board Resolution not attached	1	5000
Ballot Forms with no option ticked	4	2206
Ballot Forms with both options ticked	2	12
Voted both by physical ballot & e-voting (e-voting considered)	1	30
Signature mismatch	10	3724
Total	18	10972

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10. The summary of the valid votes casted in favor and valid votes casted against the resolution is as follows:

Particulars	Assent		Dissent	
	No. of ballots	No. of Shares	No. of ballots	No. of Shares
Physical	173	981445	10	12112
E-voting	196	10419990	22	6423
Total	369	11401435	32	18535
%	99.84%		0.16%	

11. The detailed voting results are as follows:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes



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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	0	0	0	0	0	0
	Physical Ballot Papers		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	28622955	87526	0.31	87526	0	100	0
	Physical Ballot Papers		0	0	0	0	0	0
	Total		87526	0.31	87526	0	100	0
Public- Non Institutions	E-Voting	116801476	10338887	8.85	10332464	6423	99.94	0.06
	Physical Ballot Papers		993557	0.85	981445	12112	98.78	1.22
	Total		11332444	9.70	11313909	18535	99.84	0.16
Total		470789505	11419970	2.43	11401435	18535	99.84	0.16

Note:

- In compliance with Regulation 23 of the Listing Regulations, 2015 and section 188 of Act, 2013, none of the related parties have voted on the Resolution (either through physical ballots or through electronic voting).

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UdyogAdhar Number – WB10D0000448

2. *Figures have been rounded off upto two decimals for ease of representation.*

RESULTS:

Based on the results above and considering the provisions of Act, 2013 and Rules 2014, we hereby report the following:

As the number of votes cast in favor of the resolution is more than the votes cast against the same as shown in the tables above, the resolution under applicable provisions of Act, 2013 and rules made thereunder and the Listing Regulations, as set out in the Postal ballot notice dated May 18, 2016, has been passed with requisite majority.

Postal Ballot Register containing list of shareholders who voted For, Against and those whose votes were declared invalid for the aforesaid resolution along with the Postal Ballot Forms are handed over to the Company Secretary of the Company for safe keeping and records.

We thank you for the opportunity given to act as the Scrutinizer for the above mentioned Postal Ballot process.

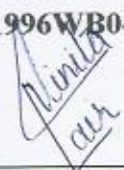
Place: Mumbai

For M/s Vinod Kothari & Company

Company Secretaries

(Firm Registration No. P1996WB042300)




Vinita Nair
Partner
CP No.: 11902