

October 22, 2024

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: ZEEMEDIA	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 BSE Scrip Code: 532794
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Kind Attn. : Corporate Relationship Department

Subject : i. Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
ii. Proceedings of Extra Ordinary General Meeting of the Company held today viz. October 22, 2024 and Voting Results thereof

Dear Sir/Madam,

This is to inform you that the Extra Ordinary General Meeting ('EGM') of the Company was held today i.e. Tuesday, October 22, 2024, at 1200 Hrs through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), in accordance with the circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') and other relevant provisions of the Companies Act, 2013. The business mentioned in the Notice dated September 27, 2024, convening the EGM was transacted at the EGM.

Regarding to above, please find enclosed the following:

1. Summary of EGM proceedings as **Annexure 1**;
2. Voting results of EGM as **Annexure 2**; and
3. Consolidated Report of the Scrutinizer dated October 22, 2024, on remote e-voting and electronic voting at the AGM as **Annexure 3**.

The above results will also be available on the website of the Company (i.e. www.zeemedia.in) and on the website of National Securities Depository Limited ('NSDL') (i.e. www.evoting.nsdl.com).

The EGM commenced at 1200 Hrs and concluded at 1225 Hrs (excluding the time of e-voting at EGM).

This is for your information and record.

Thanking you,

Yours faithfully,

For Zee Media Corporation Limited



Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577
Contact Number: +91-120-715-3000

Encl. as above

Zee Media Corporation Limited

Corporate Office: FC-9, Sector-16A, Film City, Noida - 201301, UP, India | Phone: +91-120-7153000

Regd. Office: 135, Continental Building, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai-400018, Maharashtra, India | Phone: +91-22-71055001

Website: www.zeemedia.in | Email: zmcl@zeemedia.com | CIN: L92100MH1999PLC121506

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SUMMARY OF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

The Extra Ordinary General Meeting ('EGM') of the Company was held today i.e. Tuesday, October 22, 2024, at 1200 Hrs through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), in accordance with the circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') and other relevant provisions of the Companies Act, 2013.

Mr. Ranjit Srivastava, Company Secretary & Compliance Officer, welcomed the Members and other attendees at the EGM.

The Company Secretary informed the Members that the Company has taken all requisite steps to enable Members to participate through VC and vote at the EGM. He further explained the process to participate at the meeting.

The Company Secretary informed the Members that the necessary documents referred to in the Notice of the EGM were available for inspection electronically on the website of the Company and also through the link available on the website of NSDL.

Thereafter, the Company Secretary introduced the Directors, and Key Managerial Personnel attending the EGM of the Company:

- Mr. Susanta Kumar Panda, Independent Director and Chairman of Board.
- Mr. Raj Kumar Gupta, Independent Director and Chairman of Audit Committee and Nomination & Remuneration Committee.
- Mr. Amitabh Kumar, Non-Executive Director and Chairman of the Stakeholder's Relationship Committee.
- Ms. Swetha Gopalan, Independent Woman Director.
- Mr. Surender Singh, Non-Executive Director and Chairman of the Corporate Social Responsibility Committee.
- Mr. Purushottam Vaishnava, Non-Executive Director.
- Mr. Dinesh Kumar Garg, Executive Director - Finance & Chief Financial Officer.

The representatives of Internal, Secretarial and Statutory Auditors and the Scrutinizer of this EGM, were also attending this meeting.

In terms of the applicable regulatory provisions, Mr. Susanta Kumar Panda, Chairman of the Board, Chaired this EGM. Mr. Susanta Kumar Panda, Chairman of the Board, welcomed all members and Directors present at the EGM. He confirmed the presence of the requisite quorum and called the meeting to order.

In his address, the Chairman outlined the purpose of the EGM:

"We are here to discuss the proposal for the issuance of Fully Convertible Warrants on a preferential basis to non-promoter and non-promoter group entities. The Company proposes to raise up to Rs. 200 crores from eligible Foreign Portfolio Investors (FPIs).

The funds raised will be strategically utilized to fulfill our existing liabilities, support essential capital expenditures, and address general corporate purposes, as determined by the Board. These actions will not only strengthen our financial position but also facilitate our growth and expansion plans."

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The Chairman then invited members to raise any questions or queries regarding the fund-raising proposal.

Thereafter, the Company Secretary was requested to read the Notice of EGM.

The Notice convening the EGM of the Company was taken as read with the permission of the Members of the Company as the same was earlier circulated to the Members.

Thereafter, forum for the Question & Answer (Q&A) was opened for the pre-registered speakers to seek clarification or offer any comments related to the resolution of the Company. Total 7 speaker shareholders raised queries / made comments, for which necessary clarifications and responses were provided by the management of the Company.

The Company Secretary informed the Members that the Company had provided the facility to cast the votes electronically, on resolution set forth in the Notice convening the EGM. In accordance with Regulation 44 of SEBI (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 had extended the E-voting facility to the Members of the Company in respect of all the business to be transacted at the EGM, through the electronic voting platform of National Securities Depository Limited ('NSDL'). It was further informed that the Remote E-voting commenced from October 19, 2024, at 9:00 A.M. (IST) and ended on October 21, 2024, at 5:00 P.M. (IST).

Members who had not cast their votes electronically and who were participating in the EGM had the facility to cast their votes during the EGM and 15 minutes after the EGM through the e-voting system provided by NSDL.

The Members were further informed that Mr. Jayant Gupta (Membership No. F7288), Company Secretary, Jayant Gupta & Associates, had been appointed as Scrutinizer to scrutinize the vote cast through the Remote E-voting platform and electronic voting at the EGM and the consolidated results of Remote E-voting and voting at the EGM would be announced after the EGM and the Results along with the Scrutinizer's Report would be uploaded on website of the Company and on the website of NSDL and the same shall also be intimated to the Stock Exchanges. The Company had provided Remote E-voting facility offered by NSDL for Equity Shareholders as on cut-off date of October 15, 2024, to cast their votes electronically on Agenda item proposed in the Notice calling this EGM and also extended the said E-voting facility at the EGM.

The members were informed that since, this EGM is being held through Video Conferencing, there will be no proposing and seconding of resolution mentioned in the Notice.

The Members were also informed that the e-voting platform shall remain open for 15 minutes after the conclusion of the EGM, post which the process of scrutinizing the votes shall be initiated, in terms of applicable provisions of law. The proceedings of the present EGM concluded at 1225 Hrs, post which the E-voting platform was open for 15 minutes to enable the members to do the E-voting.

The Chairman expressed his sincere gratitude to the shareholders for attending this EGM. Thereafter, the meeting was concluded.

Total 52 Shareholders including 7 speaker shareholders were present in the EGM through VC.



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Annexure-2

Zee Media Corporation Limited								
Resolution Required :Special			1 - ISSUE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO NON-PROMOTER / NONPROMOTER GROUP ENTITIES					
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	10114659	10114659	100.0000	10114659	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		10114659	100.0000	10114659	0	100.0000	0.0000
Public Institutions	E-Voting	61394350	40755210	66.3827	0	40755210		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40755210	66.3827	0	40755210	0.0000	100.0000
Public Non Institutions	E-Voting	553919671	189309492	34.1763	189309271	221	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189309492	34.1763	189309271	221	99.9999	0.0001
Total		625428680	240179361	38.4024	199423930	40755431	83.0313	16.9687



Details of the Participation and Agenda items transacted at the EGM of the Company held on October 22, 2024, are as follows:

Description	Particulars
Date of EGM	October 22, 2024
Total number of Shareholders on record date (i.e the cut-off date for determining the Shareholders entitled to Remote E-Voting / E-Voting during EGM - October 15, 2024)	201,919
Total Number of Shareholders present in the meeting through Video Conferencing	
a) Promoters & Promoter Group	5
b) Public	47

Resolution No. 1	Special Resolution: Issue of Fully Convertible warrants on Preferential Basis to Non – Promoter / Non Promoter Group Entities
Type of Business	Special Business
Mode of Voting	Remote E-voting and E-Voting

Mr. Jayant Gupta, Company Secretary, proprietor of Jayant Gupta & Associates, who was appointed as the Scrutinizer has submitted his consolidated report on Remote E-voting and E-voting during the EGM dated October 22, 2024 to the Chairman of the EGM.

Basis the consolidated report of the Scrutinizer dated October 22, 2024, below are the Voting results for all the resolutions forming part of the EGM notice:

S. No	Resolution Description	Type of Resolution	Voting Result
1	Issue of Fully Convertible warrants on Preferential Basis to Non – Promoter / Non Promoter Group Entities	Special Resolution	Approved with requisite majority

Copy of the Scrutinizer's report along with requisite particulars of Remote E-voting and E-voting conducted during the EGM Results as per Regulation 44(3) of the SEBI Listing Regulations is enclosed herewith for your information and record.

Thanking You

Yours faithfully,
For Zee Media Corporation Limited



Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577
Contact Number: +91-120-715-3000

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SCRUTINIZER'S REPORT FOR E-VOTING OF ZEE MEDIA CORPORATION LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,
Extra-Ordinary General Meeting of the Equity Shareholders of
Zee Media Corporation Limited
{CIN: L92100MH1999PLC121506}**

Sub: Consolidated Result of Voting conducted through Remote Electronic Voting and Electronic Voting at the Extra Ordinary General Meeting of Zee Media Corporation Limited held on Tuesday, October 22, 2024 at 1200 Noon (IST) through Video Conferencing / Other Audio Visual Means

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), *vide* Resolution passed at the Board Meeting held on September 27, 2024 for the purpose of scrutinizing the Remote E-Voting that commenced on Saturday, October 19, 2024, at 9:00 A.M. (IST) and ended on Monday, October 21, 2024, at 5:00 P.M. (IST) and E-voting at the Extra-Ordinary General Meeting ('EGM') of Zee Media Corporation Limited held on Tuesday, October 22, 2024 at 1200 Noon (IST) through video conferencing ('VC')/other audio visual means ('OAVM'), as per the Notice dated September 27, 2024 calling the EGM of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the Resolution proposed in the Notice of the EGM of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and electronic voting at the virtual meeting, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the Resolution, based on the reports generated from the remote electronic voting system and electronic voting system of National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company.

Since this EGM was held through VC or OVAM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the members was dispensed with. The deemed venue of the EGM is the registered office of the Company.



I hereby report as under:

1. The Company has through NSDL, the authorised agency engaged by the Company, dispatched the Notice calling the EGM of the Company, along with e-voting instructions to 1,89,938 Shareholders, whose email addresses were registered with the Company/ Depository Participants / Depositories / RTA, by E-mail only on September 30, 2024 as per the records of the shareholders of the Company as on September 27, 2024, pursuant to the circulars issued by the Ministry of Corporate Affairs ("MCA") dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars").
2. In terms of the requirements of Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the Company has duly given a Public Notice by way of an advertisement in two newspapers viz. **"Business Standard" (All Editions) and "Navshakti" (Mumbai Edition) on September 28, 2024**, specifying that the EGM will be held through VC or OAVM facility and also specifying other requirements as enumerated in the aforementioned circular.
3. As prescribed in clause (v) of sub rule 4 of the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, published in 'Business Standard' (nation-wide edition in English) and 'Navshakti' (Mumbai Edition in Marathi) on October 1, 2024 regarding completion of despatch of the Notice calling the EGM of the Company and information pertaining to the E-voting.
4. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided the facility of voting to 2,01,919 shareholders, holding fully paid up equity shares of the Company, to cast votes electronically upto October 21, 2024 through remote e-voting on NSDL platform and by means of E-voting at the EGM through NSDL platform. The entitlement to voting by equity Shareholders was determined on the basis of fully paid up equity shareholding as on **cut-off date i.e. Tuesday, October 15, 2024**.
5. The Company provided the facility of electronic remote e-voting to the eligible shareholders of the Company from **Saturday, October 19, 2024 at 9:00 A.M.(IST) upto Monday, October 21, 2024 at 5:00 P.M. (IST)** through the platform of NSDL, by accessing through <https://www.evoting.nsdl.com>. NSDL has been engaged by the Company as the service provider for providing facility of e-voting to the shareholders of the Company.
6. At the EGM of the Company held on October 22, 2024, E-voting was announced on the resolution, to facilitate the members present in the meeting, through VC/OAVM mode who could not record their votes through remote e-voting process earlier. NSDL was the service provider of the facility of voting to the shareholders through E-Voting. The Board of Directors of the Company had appointed me as Scrutinizer for the same as well. The NSDL e-voting platform was re-opened during the EGM and was kept open fifteen minutes after the completion of EGM proceedings, for E-Voting by members.
7. Pursuant to Rule 20(xii) of the Companies (Management & Administration) Rules, 2014, the E-Voting on NSDL Website was unblocked on October 22, 2024 at 12:45 P.M. (IST) in the



presence of two independent witnesses viz. Mr. Anil Wadhera and Mr. Ashwani Sharma, who are associated with me and not in employment of the Company.

8. Based on the reports generated from the Remote E-Voting system provided by NSDL and E-voting conducted during the EGM through NSDL platform, I submit the consolidated results of Remote E-Voting and E-voting conducted during the EGM as under:

a. As a Special Resolution- Item No.1

Issue of Fully Convertible Warrants on Preferential Basis to Non-Promoter / Non promoter Group Entities

MODE	VALID BALLOTS	VALID VOTES	FAVOUR			AGAINST		
			BALLOTS	VOTES	VOTING %	BALLOTS	VOTES	VOTING %
E-Voting	159	240179361	136	199423930	83.031	23	40755431	16.969

Based on the above, the Resolution No. 1 have been duly approved by the shareholders under remote e-voting and electronic voting at the EGM with the requisite majority. The results of the voting by members through remote e-voting and electronic voting at the EGM in the respect of above mentioned resolution may accordingly be declared by the Company.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through Remote E-Voting and E-voting at EGM. I shall be arranging to hand over these records to Mr. Ranjit Srivastava, Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,
Yours faithfully,

For Jayant Gupta & Associates


Jayant Gupta
Proprietor



Membership No. : F7288
PCS No. : 9738
PR No. : 759/2020
UDIN : F007288F001688902

Place: New Delhi
Date: October 22, 2024