

August 7, 2014

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

Sub: Proceedings of 15th Annual General Meeting

Dear Sirs,

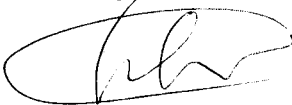
The 15th Annual General Meeting of the Equity Shareholders of the Company was held today (Thursday, August 7, 2014) at 11.00 a.m. at The Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018.

In accordance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had provided E-voting facility, to facilitate the Members of the Company who were shareholders, as at the cut-off date of June 30, 2014, to cast their votes electronically on all businesses proposed in the Notice of AGM. The E-voting period commenced on Wednesday, July 30, 2014 at 9.00 a.m. and concluded on Friday, August 1, 2014 at 6.00 p.m.

At the AGM held today, after unanimous confirmation of shareholders present at the Meeting and based on the report dated August 2, 2014 submitted by Mr. Satish K Shah (CP No. 3142), Practicing Company Secretary, who was engaged by the Company as Scrutinizer, the Chairman declared that all the proposals contained in Item nos. 1 to 7 of the Notice of AGM were approved by the Equity Shareholders of the Company through E-voting, **with requisite majority**.

Copy of the Scrutiniser's report along with requisite particulars of E-voting results as per Clause 35A of the Listing Agreement is enclosed for your information and record.

Yours truly,
For ZEE MEDIA CORPORATION LIMITED
(formerly Zee News Limited)



Pushpal Sanghavi
Company Secretary



|| VASUDHAIVA KUTUMBAKAM ||
THE WORLD IS MY FAMILY

ZEE MEDIA CORPORATION LIMITED
(Formerly Zee News Limited)

Regd. Office : Continental Building, 135, Dr. Annie Besant Road,
Worli, Mumbai - 400018, India

Tel. : 91-22-2483 1234 Fax : 91-22-2490 0431

www.zeenews.india.com | CIN : L92100MH1999PLC121506

Details of Voting Results at 15th Annual General Meeting held on August 7, 2014

(Pursuant to Clause 35A of the Listing Agreement)

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	August 7, 2014
Total number of Equity shareholders as on Book Closure	103161
No of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	5
b) Public	67
No of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	
Resolution required	As detailed in 'B' below
Mode of Voting	
Voting results	

B. Details of E-Voting for all items proposed at Annual General Meeting

Item No. 1 - Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company - on a standalone and consolidated basis for the financial year ended 31 March 2014 including the Balance Sheet as at 31 March 2014, the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon

Category	Promoter & Promoter Group	Public - Instl Shareholders	Public Others	Total
No of Shares held as at Cut-off date of 30th June 2014	250,280,827	40,641,601	71,223,345	362,145,773
No of Votes Polled	250,280,827	18,276,103	2,597,203	271,154,133
% of Votes polled to outstanding Equity Shares	100%	44.97%	3.65%	74.87%
No of Votes in favor	250,280,827	18,276,103	2,597,160	271,154,090
No of Votes against	0	0	43	43
% of Votes in favor on Votes Polled	100.00%	100.00%	100.00%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	0.00%	0.00%



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Item No. 2 - Ordinary Resolution

To appoint a Director in place of Dr Subhash Chandra, who retires by rotation, and being eligible, offers himself for reappointment

Category	Promoter & Promoter Group	Public - Instl Shareholders	Public Others	Total
No of Shares held as at Cut-off date of 30th June 2014	250,280,827	40,641,601	71,223,345	362,145,773
No of Votes Polled	250,280,827	18,276,103	2,597,203	271,154,133
% of Votes polled to outstanding Equity Shares	100.00%	44.97%	3.65%	74.87%
No of Votes in favor	250,280,827	18,276,103	2,597,160	271,154,090
No of Votes against	0	0	43	43
% of Votes in favor on Votes Polled	100.00%	100.00%	100.00%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	0.00%	0.00%

Item No. 3 - Ordinary Resolution

Re-appointment of M/s. MGB & Co. LLP (earlier known as MGB & Co.,) Chartered Accountants, Mumbai, having Firm Registration No. 101169W/W-100035), as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at remuneration to be determined by the Board of Directors of the Company

Category	Promoter & Promoter Group	Public - Instl Shareholders	Public Others	Total
No of Shares held as at Cut-off date of 30th June 2014	250,280,827	40,641,601	71,223,345	362,145,773
No of Votes Polled	250,280,827	18,276,103	2,597,203	271,154,133
% of Votes polled to outstanding Equity Shares	100.00%	44.97%	3.65%	74.87%
No of Votes in favor	250,280,827	18,276,103	2,597,160	271,154,090
No of Votes against	0	0	43	43
% of Votes in favor on Votes Polled	100.00%	100.00%	100.00%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	0.00%	0.00%



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Item No. 4 - Ordinary Resolution

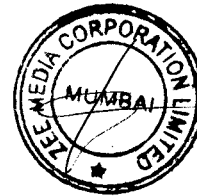
Re-appointment of Mr. Vinod Kumar Bakshi as an Independent Director, not liable to retire by rotation for the period until March 31, 2017

Category	Promoter & Promoter Group	Public - Instl Shareholders	Public Others	Total
No of Shares held as at Cut-off date of 30th June 2014	250,280,827	40,641,601	71,223,345	362,145,773
No of Votes Polled	250,280,827	18,276,103	2,597,203	271,154,133
% of Votes polled to outstanding Equity Shares	100%	44.97%	3.65%	74.87%
No of Votes in favor	250,280,827	18,276,103	2,595,578	271,152,508
No of Votes against	0	0	1,625	1,625
% of Votes in favor on Votes Polled	100.00%	100.00%	99.94%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	0.06%	0.00%

Item No. 5 - Ordinary Resolution

Appointment of Mr Surjit Banga as an Independent Director, not liable to retire by rotation, for the period until March 31, 2017

Category	Promoter & Promoter Group	Public - Instl Shareholders	Public Others	Total
No of Shares held as at Cut-off date of 30th June 2014	250,280,827	40,641,601	71,223,345	362,145,773
No of Votes Polled	250,280,827	18,276,103	2,597,203	271,154,133
% of Votes polled to outstanding Equity Shares	100.00%	44.97%	3.65%	74.87%
No of Votes in favor	250,280,827	18,276,103	2,595,578	271,152,508
No of Votes against	0	0	1,625	1,625
% of Votes in favor on Votes Polled	100.00%	100.00%	99.94%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	0.06%	0.00%



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Item No. 6 – Ordinary Resolution

Approval for appointment of and remuneration paid to Mr. Alok Agrawal as Whole-time Director of the Company during the period from July 30, 2013 to May 12, 2014

Category	Promoter & Promoter Group	Public - Instl Shareholders	Public Others	Total
No of Shares held as at Cut-off date of 30th June 2014	250,280,827	40,641,601	71,223,345	362,145,773
No of Votes Polled	250,280,827	18,276,103	2,597,203	271,154,133
% of Votes polled to outstanding Equity Shares	100.00%	44.97%	3.65%	74.87%
No of Votes in favor	250,280,827	18,276,103	2,595,578	271,152,508
No of Votes against	0	0	1,625	1625
% of Votes in favor on Votes Polled	100.00%	100.00%	99.94%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	0.06%	0.00%

Item No. 7 – Special Resolution

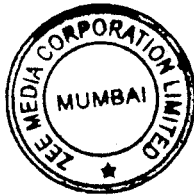
Authorise the Board to Borrow in excess of Paid-up Capital and Free Reserves as per Section 180(1)(c) of the Companies Act, 2013

Category	Promoter & Promoter Group	Public - Instl Shareholders	Public Others	Total
No of Shares held as at Cut-off date of 30th June 2014	250,280,827	40,641,601	71,223,345	362,145,773
No of Votes Polled	250,280,827	18,276,103	2,597,203	271,154,133
% of Votes polled to outstanding Equity Shares	100.00%	44.97%	3.65%	74.87%
No of Votes in favor	250,280,827	18,276,103	2,597,160	271,154,090
No of Votes against	0	0	43	43
% of Votes in favor on Votes Polled	100.00%	100.00%	100.00%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	0.00%	0.00%

ZEE MEDIA CORPORATION LIMITED


Rushpal Sanghavi
Company Secretary

Place: Mumbai
Date: August 7, 2014



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CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

August 02, 2014

The Board of Directors
Zee Media Corporation Limited
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai 400 018

Dear Sirs,

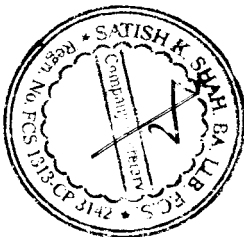
Re: SCRUTINISERS' REPORT

Report on E-voting conducted by Zee Media Corporation Limited ('the Company'), in relation to all resolutions proposed at the 15th Annual General Meeting of the Equity Shareholders of the Company scheduled on Thursday, 7th August 2014.

- The Company has provided E-voting facility to the Equity Shareholders, in terms of Clause 35B of the Listing Agreement with Stock Exchanges and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, relating to all businesses proposed at the 15th Annual General Meeting. The undersigned was appointed as Scrutinizer by the Company on May 21, 2014, to conduct the E-voting in a fair and transparent manner and to scrutinize votes cast by the Equity Shareholders and submit a report thereon to the Board of Directors.
- The Company had availed E-voting platform/facility provided by Central Depository Services (India) Limited ('CDSL'). The E-voting, to be exercised by the Equity Shareholders of the Company as at June 30, 2014, commenced on Wednesday, July 30, 2014 at 9.00 a.m. and concluded on Friday, August 01, 2014 at 6.00 p.m.

Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on CDSL platform, in the presence of Mrs. Prabha Shah and Ms. Aishni Parab, both residing at Lok Everest, Jatashankar Dosa Road, Mulund, (West), Mumbai 400 080. These witnesses are not in the employment with the Company.

Based on the report and details downloaded from CDSL website, after conclusion of voting period, I hereby report that 22 Equity Shareholders casted their Votes electronically, on each of the 7 Agenda items as per details mentioned herein:



CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

Item No. 1 – Ordinary Resolution - Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2014

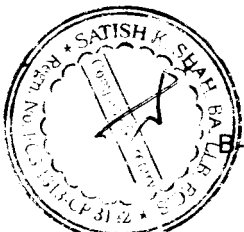
Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
20	271154090	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
2	43	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	271154133	100.00%

Item No. 2 – Ordinary Resolution – Re-appointment of Dr. Subhash Chandra as Director

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
20	271154090	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
2	43	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	271154133	100.00%

Item No. 3 – Ordinary Resolution - Re-appointment of Statutory Auditors

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
20	271154090	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
2	43	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	271154133	100.00%



CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

Item No. 4 – Ordinary Resolution – Re-appointment of Mr. Vinod Kumar Bakshi as Independent Director of the Company.

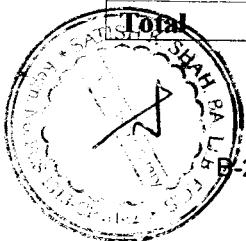
Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
19	271152508	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	1625	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	271154133	100.00%

Item No. 5 – Ordinary Resolution – Re-appointment of Mr. Surjit Banga as Independent Director of the Company.

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
19	271152508	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	1625	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	271154133	100.00%

Item No. 6 – Ordinary Resolution-Confirmation of appointment of and remuneration paid to Mr. Alok Agrawal as Whole-time Director.

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
19	271152508	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	1625	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	271154133	100.00%



CS Satish K. Shah

B.A., LLB, FCS.

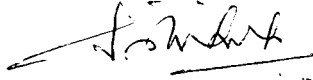
Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

Item No. 7 – Special Resolution – Approval of Borrowing powers to the Board.

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
20	271154090	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
2	43	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	271154133	100.00%

All the records relating to electronic voting shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the minutes of the 15th Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.



Satish K Shah
FCS-1313, CP-3142
B-2/201 Lok Everest,
Jatashankar Dosa Road,
Mulund, (West)
Mumbai – 400 080

