



॥ 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

Tel: +91-22 - 24831234 **Fax:** +91- 22 - 24955974

CIN : L92100MH1999PLC121506 **Website :** www.zeenews.india.com

POSTAL BALLOT NOTICE

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, that the following Special resolution under Section 180(1)(a) of the Companies Act, 2013 ('the Act') seeking your approval for creation of security in respect of the current and future borrowings of the Company is proposed to be passed by Postal Ballot.

Explanatory Statement pertaining to the proposed Special Resolution setting out the material facts and the reasons thereof along with a Postal Ballot Form is annexed herewith. The Company has appointed FCS Satish K. Shah, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Ballot Form so as to reach the Scrutinizer at the Registered Office of the Company at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400 018, **on or before 6.00 p.m. on Tuesday, the 12th day of August, 2014**, the last date for the receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date & time will be considered invalid.

Upon completion of the scrutiny of the Postal Ballot Forms and E-Voting data provide by CDSL, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot will be announced on Monday, the 18th day of August 2014 at the Registered Office of the Company. The result of the Postal Ballot will also be uploaded on the Company's website www.zeenews.india.com besides sending appropriate communications to the BSE Limited and National Stock Exchange of India Limited.

The date of declaration of the results of the Postal Ballot shall be the date on which the Special resolution would be deemed to have been passed by the Members, if approved by requisite majority.

E-Voting Option

The Company is pleased to offer E-Voting facility also as an alternative for the Members which would enable you to cast your votes electronically, instead of sending Physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on E-Voting printed in this Notice.

Proposed Resolution

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members under Section 293(1)(a) of the Companies Act, 1956 on February 20, 2006 and pursuant to Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company (which the term shall include any Board Committee duly authorised by the Board) be and is hereby authorised to mortgage and/or charge all or any part of assets or immovable properties of the Company wherever situated, both present and future, and/or whole or part of the undertaking(s) of the Company of every nature and kind whatsoever together with

power to take over the management of the business and concern of the Company in certain events, to or in favor of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount(s) borrowed or to be borrowed by the Company from time to time for due repayment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings.”

**By Order of the Board
For Zee Media Corporation Limited
(formerly Zee News Limited)**

**Sd/-
Pushpal Sanghavi
Company Secretary**

Mumbai, dated this May 21, 2014

Notes:

1. Explanatory Statement for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 alongwith the applicable rules thereunder setting out material facts is appended herein below.
2. The Notice will be dispatched to all the Members whose name appears in the Register of Members / Record of Depositories as on Monday, the 30th day of June 2014.
3. Voting period will commence on and from Monday, the 14th day of July 2014 at 9.00 a.m. and end on Tuesday, the 12th day of August, 2014 at 6.00 p.m.
4. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.
5. Members are also requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote in physical form.

INSTRUCTIONS FOR VOTING

Kindly note that a Member can opt for only one mode for voting either Physical Ballot or E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through a valid Physical Postal Ballot Form shall prevail and E-Voting of that member shall be treated as invalid.

VOTING THROUGH POSTAL BALLOT

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING

In compliance with Clause 35B of the Listing Agreement entered into with the Stock Exchanges and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The E-Votes should be casted not later than Tuesday, the 12th day of August, 2014 at 6.00 p.m. E-Voting is optional. The procedure and instructions for the same are as follows:

- Open your web browser during the voting period and log on to the e-voting website www.evotingindia.co.in

- Now click on 'Shareholders' tab to cast your votes
- Now, select the 'Electronic Voting Sequence Number (EVSN)' along with 'Zee Media Corporation Limited' from the drop down menu and click on 'SUBMIT'
- Now Enter your User ID (For CDSL: 16 digits beneficiary ID; For NSDL: 8 Character DP ID followed by 8 Digits Client ID & For Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed) and Click on Login.
- Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format or folio no as per company records.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

* Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and demat account / folio number in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter number of shares held in the Dividend Bank details field.

- After entering these details appropriately, click on 'SUBMIT'
- Shareholders holding Equity shares in Physical form will then reach directly to the EVSN selection screen. However Equity Shareholders holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- Equity Shareholders holding shares in physical form can use these details only for e-voting on the resolution contained in this Notice.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you will see Description of Resolution and option for voting Yes/No for voting. Select the option yes or no as desired. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution
- Click on the Resolution file link if you wish to view the entire Notice.
- After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page
- If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot password & enter the details as prompted by the system.
- Institutional Equity Shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they

wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.co.in under help section or send email to CDSL on helpdesk.evoting@cdslindia.com or to the Company Secretary of the Company on pushpal.sanghavi@zee.esselgroup.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

In compliance with Section 293(1)(a) of the Companies Act, 1956, Members of the Company had on February 20, 2006 authorised Board of Directors to create charge on assets/undertakings of the Company to secure its borrowings from time to time. Consequent to repeal of Section 293(1)(a) of Companies Act, 1956 and provision of Section 180(1) (a) of the Companies Act, 2013, coming in to effect from September 12, 2013 and in accordance with clarification issued by Ministry of Corporate Affairs vide circular no. 04/2014 dated March 25, 2014, the Ordinary Resolution passed by the Members under Section 293(1)(a) on February 20, 2006 shall remain valid till September 11, 2014.

To facilitate the Board to create mortgage / charge on assets and/or undertakings of the Company from time to time, to secure borrowings of the Company, it is recommended that your Board be authorised for the purpose under Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1)(a) read with Section 110 of the Companies Act, 2013, the authority to the Board to sell/lease/charge Undertaking(s) of the Company would be subject to approval of Members by passing a Special Resolution by way of Postal Ballot. Members are requested to refer to the instructions relating to physical / e-voting contained herein and on the Postal Ballot Form for casting their vote on the proposed Special resolution.

Your Board recommends the Special resolution as set out in this notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Special resolution

**By Order of the Board
For Zee Media Corporation Limited
(formerly Zee News Limited)**

**Sd/-
Pushpal Sanghavi
Company Secretary**

Mumbai, dated this 21st day of May, 2014

Encl:- Postal Ballot Form