

August 10, 2015

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

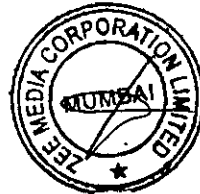
Sub: Proceedings of 16th Annual General Meeting

Dear Sirs,

The 16th Annual General Meeting of the Equity Shareholders of the Company was held on Friday, August 7, 2015 at 11.00 a.m. at The Hall of Harmony, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018, to consider following businesses:

1. To consider and adopt audited financial statements of the Company on standalone and consolidated basis for the financial year ended on March 31, 2015;
2. To appoint a Director in place of Dr. Subhash Chandra who retires by rotation and being eligible offers himself for re-appointment;
3. To re-appoint M/s. MGB & Co LLP, Chartered Accountant as Statutory Auditors of the Company;
4. To appoint Mrs. Uma Mandavgane as Independent Director of the Company not liable to retire by rotation for a period upto August 31, 2017;
5. To appoint Mr. Ashish Kirpal Pandit as Director of the Company;
6. To approve appointment of Ashish Kirpal Pandit as Executive Director & CEO of the Company; and
7. To approve on-going related party transaction between the Company and Taj Television (India) Pvt Ltd.

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 remote e-voting facility, to facilitate the Members of the Company who were shareholders as at the cut-off date of July 31, 2015, to cast their votes electronically on all businesses proposed in the Notice of AGM. The e-voting period commenced on Monday, August 3, 2015 at 9.00 a.m. and concluded on Thursday, August 6, 2015 at 5.00 p.m. Additionally to facilitate voting by the Shareholders who had not voted using remote e-voting facility, a Poll was conducted at the Annual General Meeting held on August 7, 2015.



||| 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

Based on the report dated August 10, 2015 submitted by Mr. Satish K Shah (CP No. 3142), Practicing Company Secretary, who was engaged by the Company as Scrutiniser to supervise remote e-voting and voting by poll at the AGM, the Chairman of the AGM has declared that, except for Special Resolution for approving a material related party transaction proposed in item no. 7, all other proposals contained in Notice of AGM were approved by the Equity Shareholders of the Company with requisite majority.

Special Resolution in Item No. 7, seeking approval of public shareholders, for an ongoing material related party transaction between the Company and Taj Television (India) Pvt Ltd ('Taj'), for distribution of television channels of the Company by Taj, as per terms detailed in the explanatory statement, which are on arms-length basis, was assented by 62.87% votes and dissented by 37.13% of votes. In view of this, though the said resolution was passed with simple majority, since it was proposed as Special Resolution in accordance with Clause 49 of the Listing Agreement, this was not carried as a Special Resolution.

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

Yours truly,
For ZEE MEDIA CORPORATION LIMITED



Pushpal Sanghavi
Company Secretary



Encl. As above



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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, 2015
Total number of Equity shareholders as on Cut-off date (July 31, 2015)	98,114
No of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	5
b) Public	82
No of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	As detailed in 'B' below
Resolution required	
Mode of Voting	
Voting results	

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

Item No. 1 - Ordinary Resolution

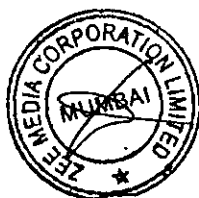
To receive, consider and adopt the audited financial statements of the Company - on a standalone and consolidated basis for the financial year ended 31 March 2015 including the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon

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

Item No. 3 - Ordinary Resolution

To re-appoint 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



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Item No. 4 - Ordinary Resolution

To appoint Mrs Uma Mandavgane as an Independent Director, not liable to retire by rotation, for the period until August 31, 2017

Item No. 5 - Ordinary Resolution

To appoint Mr. Ashish Kirpal Pandit as Director of the Company, liable to retire by rotation

Item No. 6 - Ordinary Resolution

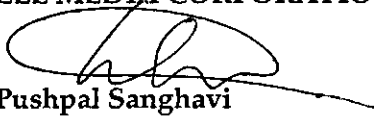
To approve appointment of, and remuneration payable to Mr. Ashish Kirpal Pandit as Executive Director & CEO for a period of 3 years with June 1, 2015

Item No. 7 - Special Resolution

To approve an ongoing material related party transaction in pursuance of Clause 49 of the Listing Agreement.

Details of voting for each of the resolutions mentioned above is as per the annexed report of M/s. Sharepro Services (India) Pvt Ltd, the Registrar & Share Transfer Agent of the Company.

ZEE MEDIA CORPORATION LIMITED


Pushpal Sanghavi
Company Secretary



Place: Mumbai
Date: August 10, 2015



||| **VASUDHAIVA KUTUMBAKAM** |||
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B-2/201, Lok Everest, Jata Shankar Dosa Road,
Mulund West, Mumbai – 400 080.

Telefax : 25649808 • Cell : 7738036028
E-mail: satshah@gmail.com



Satish K. Shah

B.A., LL.B., FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

August 10, 2015

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

Dear Sirs,

SCRUTINISER'S REPORT

Report on remote e-voting & poll conducted in relation to the agenda items proposed in the Notice dated May 22, 2015, at the 16th Annual General Meeting of Zee Media Corporation Limited (**the Company**)

- In terms of Clause 35B of the Listing Agreement with Stock Exchanges and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, in connection with all resolutions proposed in the 16th AGM, the Company had provided remote e-voting facility through NSDL and facility of separate voting on Poll at the AGM to the Shareholders of the Company who could not vote through remote e-voting facility provided by the Company.
- The remote e-voting period, to facilitate e-voting by the Shareholders of the Company as at the cut-off date of July 31, 2015, commenced on Monday, 3rd August, 2015 at 9.00 a.m. and ended on Thursday, August 06, 2015 at 5.00 p.m.
- The Chairman of the AGM had announced a Poll to facilitate voting by the Shareholders of the Company who had attended the AGM and could not vote using remote e-voting facility earlier.
- Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on NSDL website on August 07, 2015, in the presence of Mr. Rajesh Chari and Mr. Anil Dalvi, both employees of Sharepro Services (India) Pvt Ltd, the Registrar and Share Transfer Agent of the Company.
- Based on remote e-voting report verified and downloaded from NSDL website and after scrutinizing all Poll Papers relating to Votes cast by the Shareholders / Proxies/Authorised representatives present at the Meeting, I hereby submit my consolidated report on votes cast on all the resolutions proposed at the 16th Annual General Meeting.





Consolidated report on Voting on all resolutions proposed at 16th AGM of Zee Media Corporation Ltd:

Item No. 1 – Ordinary Resolution

Adoption of Audited Financial Statements for the year ended March 31, 2015 together with report of Auditors and Board of Directors.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favor	178	379,284,444	99.999952
Voted Against	4	183	0.000048
Total	182	379,284,627	100

Item No. 2 – Ordinary Resolution

Re-appointment of Dr Subhash Chandra as Director of the Company.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favor	174	379,283,393	99.999675
Voted Against	8	1,234	0.000325
Total	182	379,284,627	100

Item No. 3 – Ordinary Resolution

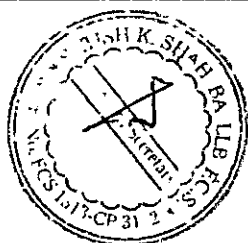
Re-appointment of M/s. MGB & Co LLP as Auditors.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favor	177	379,282,636	99.999952
Voted Against	4	183	0.000048
Total	181	379,282,819	100

Item No. 4 – Ordinary Resolution

Appointment of Mrs Uma Mandavgane as Independent Director.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favor	170	379,283,317	99.999892
Voted Against	8	410	0.000108
Total	178	379,283,727	100



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Mulund West, Mumbai – 400 080.

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Satish K. Shah

B.A., LL.B., FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

Item No. 5 – Ordinary Resolution

Appointment of Mr. Ashish Kirpal Pandit as Director.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favor	171	379,283,210	99.999629
Voted Against	10	1,407	0.000371
Total	181	379,284,617	100

Item No. 6 – Special Resolution

To approve appointment of, and remuneration payable to, Mr Ashish Kirpal Pandit as Executive Director and CEO of the Company

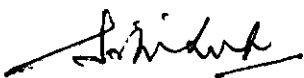
Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favor	168	363,301,060	99.999448
Voted Against	10	2,007	0.000552
Total	178	363,303,067	100

Item No. 7 – Special Resolution

To approve an ongoing material related party transaction in pursuance of Clause 49 of the Listing Agreement.

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favor	154	33,898,080	62.867771
Voted Against	18	20,021,567	37.132229
Total	172	53,919,647	100

The relevant records relating to remote e-voting and voting by poll shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the Minutes of the 16th 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



ZEE MEDIA CORPORATION LTD (CIN : L92100MH1999PLC121506)

Clause 35A (Physical and e-Voting)

Resolution 1

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	10	325365074	325365074	100.000000	325365074	0	100.000000	0.000000
Public – Institutional holders	8	31614795	26249796	83.030100	26249796	0	100.000000	0.000000
Public-Others	164	113809636	27669757	24.312315	27669574	183	99.999339	0.000661
Total	182	470789505	379284627	80.563526	379284444	183	99.999952	0.000048

ZEE MEDIA CORPORATION LTD (CIN : L92100MH1999PLC121506)

Clause 35A (Physical and e-Voting)

Resolution 2

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	10	325365074	325365074	100.000000	325365074	0	100.000000	0.000000
Public – Institutional holders	8	31614795	26249796	83.030100	26249796	0	100.000000	0.000000
Public-Others	164	113809636	27669757	24.312315	27668523	1234	99.995540	0.004460
Total	182	470789505	379284627	80.563526	379283393	1234	99.999675	0.000325

ZEE MEDIA CORPORATION LTD (CIN : L92100MH1999PLC121506)

Clause 35A (Physical and e-Voting)

Resolution 3

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	10	325365074	325365074	100.000000	325365074	0	100.000000	0.000000
Public – Institutional holders	8	31614795	26249796	83.030100	26249796	0	100.000000	0.000000
Public-Others	163	113809636	27667949	24.310726	27667766	183	99.999339	0.000661
Total	181	470789505	379282819	80.563142	379282636	183	99.999952	0.000048

ZEE MEDIA CORPORATION LTD (CIN : L92100MH1999PLC121506)

Clause 35A (Physical and e-Voting)

Resolution 4

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	10	325365074	325365074	100.000000	325365074	0	100.000000	0.000000
Public – Institutional holders	8	31614795	26249796	83.030100	26249796	0	100.000000	0.000000
Public-Others	160	113809636	27668857	24.311524	27668447	410	99.998518	0.001482
Total	178	470789505	379283727	80.563335	379283317	410	99.999892	0.000108

ZEE MEDIA CORPORATION LTD (CIN : L92100MH1999PLC121506)

Clause 35A (Physical and e-Voting)

Resolution 5

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	10	325365074	325365074	100.000000	325365074	0	100.000000	0.000000
Public – Institutional holders	8	31614795	26249796	83.030100	26249796	0	100.000000	0.000000
Public-Others	163	113809636	27669747	24.312306	27668340	1407	99.994915	0.005085
Total	181	470789505	379284617	80.563524	379283210	1407	99.999629	0.000371

ZEE MEDIA CORPORATION LTD (CIN : L92100MH1999PLC121506)

Clause 35A (Physical and e-Voting)

Resolution 6

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	9	325365074	309385074	95.088594	309385074	0	100.000000	0.000000
Public – Institutional holders	8	31614795	26249796	83.030100	26249796	0	100.000000	0.000000
Public-Others	161	113809636	27668197	24.310944	27666190	2007	99.992746	0.007254
Total	178	470789505	363303067	77.168897	363301060	2007	99.999448	0.000552

ZEE MEDIA CORPORATION LTD (CIN : L92100MH1999PLC121506)

Clause 35A (Physical and e-Voting)

Resolution 7

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	325365074	0	0.000000	0	0	0.000000	0.000000
Public - Institutional holders	8	31614795	26249796	83.030100	6229796	20020000	23.732741	76.267259
Public-Others	164	113809636	27669851	24.312397	27668284	1567	99.994337	0.005663
Total	172	470789505	53919647	11.453027	33898080	20021567	62.867771	37.132229

For Sharepro Services (India) Private Limited



Authorised Signatory