



# ZEE MEDIA CORPORATION LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018

CIN-L92100MH1999PLC121506

Tel:-91-22-71061234 Fax:-91-22-23002107

Website: www.zeenews.india.com

## Postal Ballot Form

Sr. No.:

1. Name and Registered Address :  
of the Sole / First Named Shareholder

2. Name of Joint Holders, If any :

3. Registered Folio No./DP ID No. :  
and Client ID No.

4. No of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Resolutions proposed to be passed through Postal Ballot/E-voting for the businesses stated in the Postal Ballot Notice dated December 15, 2016 by sending my/our assent or dissent to the said resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description of Resolution	No of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution authorising Board to Borrow moneys in excess of limits prescribed u/s. 180(1)(c) of the Companies Act, 2013 upto financial limit of Rs. 3,000 Crores.			
2.	Special Resolution authorising Board to give loans, make investments, provide guarantee(s)/security(ies) in excess of limits prescribed under Section 186 of the Companies Act, 2013 upto financial limit of Rs. 3,000 Crores.			
3.	Ordinary Resolution to authorise Board to enter into related party transaction by availing secured loan from Arm Infra & Utilities Pvt Ltd, one of the Promoters of the Company.			
4.	Ordinary Resolution authorizing the Board to enter into related party transactions with Subsidiaries/ Associates.			
5.	Ordinary Resolution for appointment of Mr. Rajiv Singh as Director of the Company.			
6.	Special Resolution for appointment of and payment of remuneration to Mr. Rajiv Singh as an Executive Director & COO of the Company.			
7.	Ordinary Resolution for ratification of proposed payment of remuneration to the Cost Auditors for FY 2016-17.			

Place :

Date :

\_\_\_\_\_  
(Signature of the shareholder)

### Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Note: Please read the instructions printed overleaf carefully before exercising the vote

## INSTRUCTIONS

1. Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice dated December 15, 2016 is being sought through Postal Ballot process/e-voting.
2. A member desiring to exercise vote by postal ballot, may send duly completed form in the enclosed business reply envelope. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than 5.00 p.m. on Saturday, the 21<sup>st</sup> day of January, 2017 at the registered office of the Company. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) tick mark in both the column will render the form invalid.
4. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
5. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by Companies, Trust, Societies etc., a duly completed Postal Ballot Forms should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Forms should also be accompanied by a certified true copy of the Board resolution/ Authority together with the specimen signature(s) of the authorised signatory(ies) duly verified.
7. A member neither needs to use all votes nor needs to cast all votes in the same way.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizers' decision on the validity of Postal Ballot Form will be final.
9. Voting right shall be reckoned on the paid up value of shares registered in the name of Member as at the close of business on Friday, the 16<sup>th</sup> day of December, 2016.
10. A member may request for duplicate Postal Ballot Form, if required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified above.
11. Members are requested not to send any other paper along with the Postal Ballot Form as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper would be destroyed by the Scrutinizer.
12. The resolutions, if assented by requisite majority, shall be considered as passed on Saturday, the 21<sup>st</sup> day of January, 2017.
13. E-VOTING: The Company is pleased to provide E-Voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through Physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he/she does not need to send a physical Postal Ballot Form. In case a Member votes through E-Voting facility as well as sends his vote through Physical vote, vote casted through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to e-voting.