



ZEE MEDIA CORPORATION LIMITED

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

Tel:-91-22-24831234 Fax:-91-22-24935188

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

॥ VASUDHAIVA KUTUMBAKAM ॥
THE WORLD IS MY FAMILY

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 Ordinary Resolution seeking approval of / ratification by Unrelated Shareholders (i.e. Shareholders other than those forming part of Promoters / Promoter Group and other related parties) in pursuance of Clause 49 of the Listing Agreement, as amended, for an on-going material related party transaction between the Company and Taj Television (India) Private Limited, is proposed to be passed by Postal Ballot.

Explanatory Statement pertaining to the proposed Ordinary 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 in the enclosed Business Reply Envelope, postage whereof will be borne and paid by the Company. Postal Ballot Form(s) if sent by courier or by registered/speed post at the expense of shareholders or hand delivered will also be accepted. Duly completed Postal Ballot Form(s) should reach the Scrutinizer, on **or before 6.00 p.m. on Thursday, the 29th day of October, 2015**, the last date for receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date will be considered invalid.

E-Voting Option

The Company is pleased to offer E-Voting facility also as an alternative 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.

Upon completion of the scrutiny of the Postal Ballot Forms & E-voting by the shareholders, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot will be announced on Tuesday, the 3rd day of November 2015 at the registered office of the Company. The results 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 Ordinary Resolution would be deemed to have been passed by the Shareholders, if approved by requisite majority.

Proposed Resolution

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

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement with stock exchanges (including any amendment or any replacement regulations thereof for the time being in force), the on-going material related party transaction executed in the ordinary course of business by the Company for a period of 3 years with effect from April 1, 2014 with M/s Taj Television (India) Private Limited ('Taj') for distribution of the television channels of the Company, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company including the Audit Committee of the Board be and is hereby authorized to (i) finalise from time to time, the financial and other terms of the said arrangement/ agreement, on arms-length basis, including any renewals in future, notwithstanding that the value of such current and future transaction(s) may exceed the materiality threshold prescribed under Clause 49 of the Listing Agreement or any other regulatory requirements; and (ii) carry out all such acts, matters, deeds and things in respect of the said material related party transaction with Taj as may be deemed appropriate/necessary in the best interests of the Company.”

**By Order of the Board
For Zee Media Corporation Limited**

**Sd/-
Pushpal Sanghavi
Company Secretary**

Mumbai, dated this 23rd day of September 2015

Notes:

1. Explanatory Statement for the proposed Ordinary Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with the applicable rules thereunder setting out material facts is appended herein below.
2. The Postal Ballot Notice is being sent to the Shareholders whose name appears in the Register of Members / Record of Depositories as at the close of business on Friday, the 25th day of September 2015. The Postal Ballot Notice is being sent by email to the Shareholders whose email address is registered with the Company/ Depository Participant(s) for communication. For shareholders who have not registered their email address, physical copy of the Postal Ballot Notice along with Business Reply Envelope is being sent. The Postal Ballot Notice may also be accessed on Company's Website www.zeenews.india.com.
3. Unrelated Shareholders whose names appears on the Register of Members / Records of Depositories as at the close of business on Friday, the 25th day of September 2015 will be considered for the purpose of voting.
4. Voting period will commence on and from Wednesday, the 30th day of September, 2015 at 10.00 a.m. and end on Thursday, the 29th day of October, 2015 at 6.00 p.m.
5. Shareholders can opt for only one mode of voting i.e. either by postal ballot or e-voting. In case any shareholder casts the vote(s) through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot forms will be treated as invalid.
6. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate thereof, he or she may send an email to the Company Secretary at pushpal.sanghavi@zee.esselgroup.com. The Registrar and Share Transfer Agent/Company shall forward the same along with the Business reply envelope to the shareholder.
7. In compliance with Sections 108 to 110 of the Companies Act, 2013 and the Rules made thereunder the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by National Securities Depository Limited (NSDL). The instructions and process for e-voting is mentioned in this Notice.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so as to reach not later than 6.00 p.m. on Thursday the 29th day of October, 2015. Postal Ballot Forms received after the aforesaid date and time will be considered as if no reply has been received from the shareholder.
9. After completion of scrutiny of votes cast either electronically or on postal ballot, the Scrutinizer will submit his report to the Chairman and results of the voting shall be announced by the Chairman or any other Director of the Company on Tuesday the 3rd day of November, 2015 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, www.zeenews.india.com besides being sent to the Stock Exchanges on the said date.
10. The date of declaration of results of the Postal Ballot i.e. Tuesday the 3rd day of November, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
11. Instructions and process for E-voting are as under:
 - A. Members whose shareholding is in dematerialised form and whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the User-ID and Password :
 - (i) Open email and open PDF file viz; "ZMCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Zee Media Corporation Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.



- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pushpal.sanghavi@zee.esselgroup.com with a copy marked to evoting@nsdl.co.in
- B. For Members holding shares in dematerialised form whose email IDs are not registered with the Company/ Depository Participants and Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice it may be noted that the Initial User ID & Password is being provided in the Postal Ballot Form. Such members are requested to follow all steps from Sl. No. (ii) to (xii) above to cast vote.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

The Television Channels of the Company historically have been distributed as part of Zee Network channels. Till mid 2011 the distribution was handled by Zee Turner Ltd a subsidiary of Zee Entertainment Enterprises Ltd (“Zee”) and subsequently it was handled by Media Pro Enterprise India Pvt Ltd, a Joint venture between Zee and Star group.

In order to comply with the TRAI regulations in connection with bundling of channels of multiple broadcasters in one bouquet, effective April 1, 2014, the Company had entered into an agreement with Taj Television (India) Private Limited (“Taj”), a wholly owned subsidiary of Zee and a related party as per Accounting Standard 18 for distribution of all its television channels in India, on the terms which are similar to the earlier arrangement(s) for such distribution.

As per the terms of the agreement executed by the Company in the ordinary course of business for a period of 3 years with effect from April 1, 2014, Taj shall provide distribution services to the Company on principal-to-principal and revenue sharing basis by retaining 14% of subscription revenue of the television channels of the Company. The said agreement is renewable on similar and mutually agreeable terms on arms-length basis.

Though Taj is not a related party as per Section 2(76) of the Companies Act, 2013, it would be construed as a related party as per Accounting Standard 18 and since the annual transaction value exceeds the threshold limit of 10% of consolidated turnover of the Company, as per the then regulatory requirements prescribed under Clause 49 of the Listing Agreement, approval of the unrelated shareholders of the Company was sought by way of Special Resolution as part of the Notice of 16th Annual General Meeting held on August 7, 2015. However the said Special Resolution was not approved with requisite majority as only 62.87% of total votes cast voted in favor of the proposal as against the requirement of 75% favorable votes for a Special Resolution.

Subsequently, in line with the amendments to Companies Act, 2013, Securities and Exchange Board of India, while notifying SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on September 2, 2015, had clarified that all material related party transactions shall require approval of shareholders only by way of Ordinary Resolution subject to related parties abstaining from voting on such resolutions.

This contract for distribution of television channels of the Company by Taj, which has expertise in the distribution business is/will be in the best interests of the Company. The Members may approve the resolution and provide appropriate authorization to the Board to renew the said distribution arrangement/contract with Taj for further period(s) on such terms, on an arms-length basis, in the best interests of the Company.

Other details of the said material related party transactions are as mentioned herein:

Name of Related Party	Taj Television (India) Private Limited (Taj)
Name of Interested Director/ Key Managerial Personnel of the Company	None of the Director(s) or Key Managerial Personnel of the Company is either a Director or shareholder of Taj.
Nature of Relationship	Related party as defined under Accounting Standard 18
Brief terms of arrangement	Taj shall distribute all current and future television channels of the Company exclusively in India on principal-to-principal and revenue sharing basis wherein 14% of subscription revenue shall be retained by Taj.
Other relevant information	None

As per Clause 49(VII)(E) of the Listing Agreement, as amended, all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on resolution wherein approval of material related party transaction is sought from the shareholders. Accordingly, all related parties of the Company, including Promoters, entities forming part of Promoter Group, Directors and Key Managerial Personnel of the Company including their relatives shall not vote on this resolution.

Your Directors recommends the Ordinary Resolution as set out in Postal Ballot Notice for approval of unrelated shareholders.

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

**By Order of the Board
For Zee Media Corporation Limited**

**Sd/-
Pushpal Sanghavi
Company Secretary**

Mumbai, dated this 23rd day of September 2015



ZEE MEDIA CORPORATION LIMITED

CIN-L92100MH1999PLC121506

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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.*
*(Applicable to Investors
holding Shares in dematerialized
Form)

4. No of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Ordinary Resolution to be passed through Postal Ballot/e-voting for the business stated in the Postal Ballot Notice dated September 23, 2015 by conveying my/ our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate box below:

Description of Resolution	No of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution pursuant to Clause 49 of the Listing Agreement approving and ratifying an on-going material related party transaction between the Company and Taj Television (India) Pvt Ltd, a related party as per Accounting Standard 18			

Place :

Date :

Signature of the Shareholder/ Authorised Representative

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 Ordinary Resolution contained in the Postal Ballot Notice 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 6.00 p.m. on Thursday, the 29th day of October, 2015. 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 (✓) 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 25th day of September, 2015.
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 resolution, if assented by requisite majority, shall be considered as passed on Tuesday, the 3rd day of November, 2015 (i.e. the date of declaration of the Postal Ballot results).
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 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 Postal Ballot, 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.