



## ZEE NEWS LIMITED

**Registered Office:** Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400 018

**Email:** shareservices@zeenetwork.com • **Website:** www.zeenews.india.com

### POSTAL BALLOT NOTICE

(Pursuant to section 192A of the Companies Act, 1956)

Dear Shareholder,

**Notice** is hereby given, pursuant to Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, that the following Special Resolution under Section 21 of the Companies Act, 1956 ('The Act') seeking shareholders approval for change of name of the Company from 'Zee News Limited' to '**Zee Media Corporation Limited**' and making consequent changes in the Memorandum of Association and the Articles of Association of the Company is proposed to be passed by Postal Ballot.

The Explanatory Statement pertaining to the said Special Resolution setting out all material facts and reasons thereof along with a Postal Ballot Form is annexed herewith. The Company has appointed FCS Satish K. Shah, Practising Company Secretary, as the 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 Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), 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 close of business hours on Saturday, the 22<sup>nd</sup> day of June, 2013, the last date for the receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to the Managing Director of the Company or in his absence to any other Director of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on Tuesday, the 25<sup>th</sup> day of June 2013 at the Registered Office of the Company. The result of the Postal Ballot will also be displayed at the registered office of the Company and posted on the Company's website [www.zeenews.india.com](http://www.zeenews.india.com) besides communicating to the National Stock Exchange of India Limited and BSE Limited. The result of the Postal Ballot shall also be announced through Newspaper advertisement.

The date of declaration of the results of the Postal Ballot shall be the date on which the 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 our 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 a Special Resolution:**

**"RESOLVED THAT** in terms of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government and such other approvals, consents, permissions, as may be required, the name of the Company be changed from 'Zee News Limited' to '**Zee Media Corporation Limited**' which has been made available for registration by the Registrar of Companies, Maharashtra, Mumbai.

**RESOLVED FURTHER THAT** the name Zee News Limited wherever it occurs in the Memorandum of Association and the Articles of Association of the Company be substituted by the new name **Zee Media Corporation Limited** with effect from the date of issue of the fresh Certificate of Incorporation consequent upon change of name by the Registrar of Companies, Maharashtra, Mumbai.”

By Order of the Board  
**For ZEE NEWS LIMITED**

Sd/-

**PUSHPAL SANGHAVI**  
Company Secretary

Mumbai, May 13, 2013

**Notes:**

1. Explanatory Statement for the proposed Special Resolution mentioned above pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 setting out material facts is appended herein below.
2. The Notice will be despatched to all the Members by post (and electronically by e-mail to those members who have registered their E-mail IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on Friday, the 17<sup>th</sup> day of May, 2013.
3. The Company has appointed FCS Satish K. Shah, Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
4. Voting period commences on and from Friday, the 24<sup>th</sup> day of May, 2013 and ends on Saturday, the 22<sup>nd</sup> day of June, 2013.
5. 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.
6. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to the Managing Director of the Company or in his absence to any other Director of the Company after completion of the scrutiny. The result of the Postal Ballot shall be announced by the Chairman of the Company or in his absence by the Managing Director of the Company or in his absence by any other Director of the Company on Tuesday, the 25<sup>th</sup> day of June, 2013 at 2.00 p.m. at the Registered Office of the Company at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400 018 and the resolution will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Special Resolution. The result of the Postal Ballot shall also be announced through a newspaper advertisement and posted on the website of the Company at [www.zeenews.india.com](http://www.zeenews.india.com) besides communicating to the Stock Exchanges where the Company's shares are listed.
7. Members are also requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote.

**INSTRUCTIONS FOR VOTING**

Kindly note that **each Member can opt for only one mode for voting** i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) do 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.

**PHYSICAL VOTING**

- Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Form and return the same duly completed in the enclosed self addressed postage pre-paid Business Reply Envelope to the Scrutinizer. Postage on self addressed pre-paid Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by Courier or by Registered Post at the expense of the registered Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Registered Office of the Company. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours on Saturday, the 22<sup>nd</sup> day of June, 2013. Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.

- The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
- 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 the 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).
- In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a certified true copy of the Board Resolution / Authority together with the specimen signature(s) of the duly authorised signatory(ies).
- A Member neither needs to use all his / her votes nor needs to cast all his / her votes in the same way.
- Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the column will render the form invalid.
- Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on Friday, the 17<sup>th</sup> day of May, 2013.
- A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
- The Resolution, if assented by requisite majority, shall be considered as passed on Tuesday, the 25<sup>th</sup> day of June 2013 (i.e. the date of declaration of the Postal Ballot Result).

## **E-VOTING**

In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, 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 the close of Saturday, the 22<sup>nd</sup> day of June, 2013. E-Voting is optional. The procedure and instructions for the same are as follows:

### **A. In case of Members' receiving E-Mail from NSDL**

- Open E-Mail and open PDF file viz: "Zee NewsE-Voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for E-Voting. Please note that the password is an initial password.
- Open your web browser during the voting period and log on to the e-voting website <https://www.evoting.nsd.com>
- Click on "Shareholders" tab to cast your vote.
- Enter your user ID and password as initial password noted above. Click LOGIN.
- Password change menu appears. Change the initial password with new password of your choice. The new password has to be minimum eight digits / characters or combination thereof. Kindly note that this password is to be used by the holders for voting for resolution of any other Company on which they are eligible to vote, provided that such Company opts for E-Voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home-page of "E-Voting" opens. Click on "E-Voting" : Active Voting Cycles.
- Select "EVEN" of Zee News Limited (i.e the Electronic Voting Event Number), from the drop down menu.
- Now you are ready for "E-Voting" as "Cast Vote" page opens.
- Then cast your vote by selecting appropriate options and click on "SUBMIT" and also "CONFIRM" when prompted. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

- Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG 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 at: [satshah@gmail.com](mailto:satshah@gmail.com) or [sanghavip@zeenetwork.com](mailto:sanghavip@zeenetwork.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case of Members' receiving Postal Ballot Form by Post**

- Initial password is provided at the bottom of the Postal Ballot Form. The Members are requested to follow all steps mentioned in 'A' above to cast vote.

**C. General**

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- If you are holding shares and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and casted your vote earlier for EVEN of any other company, then your earlier login id and password are to be used.
- On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. You need to select your option.
- Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- 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).
- Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956**

Your Company is India's leading news television organisation with interest in national as well as regional channels. Currently your Company runs 7 (seven) news channels including 2 (two) national channels viz. Zee News and Zee Business and 5 (five) regional channels viz Zee 24 Taas (Marathi), Zee 24 Gantalu (Telugu), Zee News UP (Uttar Pradesh & Uttarakhand), Zee Punjabi (Punjabi) and Zee 24 Ghante Madhya Pradesh (MP & Chattisgarh). The content of Company's channels currently comprise of News from across the region, nation and globe. With changing viewer preferences, your Company feels that there is a need for change in content architecture, which in addition to News should cover entire gamut of life of present and potential viewers.

With a view to reflect this wider gamut of Media contents, in which your Company proposes to transcend, on 19th day of April, 2013, your Board had recommended the proposal for change of name of the Company from 'Zee News Limited' to '**Zee Media Corporation Limited**' and consequent alterations to be made to Memorandum of Association and Articles of Association of the Company. The Registrar of Companies, Maharashtra, Mumbai, has approved and made available the proposed new name for registration. In accordance with provisions of Section 21 of the Companies Act, 1956, change in name of any Company shall be subject to the approval of Members by way of Special Resolution and further approval of the Central Government.

Your Board recommends the resolution for your approval by passing a Special Resolution pursuant to Section 21 of the Companies Act, 1956.

None of the Directors of your Company are interested or concerned in this Special Resolution.

By Order of the Board  
**For ZEE NEWS LIMITED**

Sd/-

**PUSHPAL SANGHAVI**  
Company Secretary

Mumbai, May 13, 2013

**Encl:-** 1. Postal Ballot Form  
2. Self-Addressed Postage Pre-Paid Envelope