



ZEE MEDIA CORPORATION LIMITED

Registered Office: 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai – 400 013

Corporate Office: FC-9, Sector 16 A, Noida – 201301, U.P.

E-mail: complianceofficer@zeemedia.esselgroup.com, **CIN:** L92100MH1999PLC121506

Website: www.zeemedia.in, **Tel:** 0120-2511064-73, **Fax:** 0120-2515240

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Shareholders of **Zee Media Corporation Limited ('the Company')**, pursuant to the provisions of Section(s) 108 and 110 of the Companies Act, 2013 (**'the Act'**) read with Companies (Management and Administration) Rules, 2014, as amended from time to time (**'Rules'**) read with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant Circulars, including General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**'MCA'**) (hereinafter collectively referred to as **'MCA Circulars'**) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**'Listing Regulations'**), Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), to transact the special businesses as set out hereunder by passing an Ordinary Resolution by way of Postal Ballot.

Pursuant to Section(s) 108 and 110 of the Act read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and in accordance with MCA Circulars, the Company is pleased to provide Remote E-Voting facility through E-Voting Platform of National Securities Depository Limited (**'NSDL'**), which would enable Members to exercise their right to vote on the resolution appended to this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Shareholders whose email IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent (**'RTA'**). If Shareholder's email ID is not registered with the Company/Depositories/RTA, please follow the process mentioned in the notes to receive this Notice as well as login ID and password for participating in the Remote E-Voting. The communication of the assent or dissent of the Shareholders would only take place through the Remote E-Voting. Members are also requested to carefully read all the instructions given in the Notes forming part of this Postal Ballot Notice. The said Notice of Postal Ballot is also available on the website of the Company at www.zeemedia.in.

Pursuant to the abovementioned provisions/circulars, please note that the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Shareholders.

Your consideration and approval is sought for the Resolution annexed herewith. The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act, read with the Rules thereto, pertaining to the said resolution setting out the material facts and the reasons thereof is appended to this Notice. In terms of the extant provisions, the Board of Directors of the Company has appointed Mr. Jayant Gupta (CP-9738), Practicing Company Secretary, as Scrutinizer for conducting this Postal Ballot process through Remote E-Voting, in a fair and transparent manner.

In accordance with the MCA Circulars, Shareholders can vote only through the Remote E-Voting process. Shareholders are requested to read the instructions relating to e-Voting mentioned in this Notice to cast their votes electronically from their respective locations. Shareholders are requested to cast their vote through the Remote E-Voting process not later than **Friday, March 17, 2023, till 5:00 P.M.** (IST), failing which it will be strictly considered that no vote has been received from the concerned Shareholder.

Upon completion of the votes cast through Remote E-Voting, the Scrutinizer shall submit his report to the Chairman or to a person authorized by the Chairman in writing, who shall countersign the same. The results of the Postal Ballot conducted through Remote E-Voting process along with the Scrutinizer's Report shall be announced on or before **Saturday, March 18, 2023**. The results along with the Scrutinizer's Report shall be intimated to the National Stock Exchange of India Limited (**'NSE'**) at www.nseindia.com, BSE Limited (**'BSE'**) at www.bseindia.com (hereinafter collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are listed and will also be displayed on the Company's website at www.zeemedia.in as well as on the website of NSDL at www.evoting.nsdl.com.

In accordance with SS-2, issued by the Institute of Company Secretaries of India, the Resolutions, if approved, with requisite majority, shall deemed to have been passed on the last date specified by the Company for Remote E-Voting *i.e.* **Friday, March 17, 2023**.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL OF APPOINTMENT OF MR. PURUSHOTTAM VAISHNAVA (DIN: 01958304) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company, Remuneration Policy of the Company, and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Purushottam Vaishnava (DIN: 01958304) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, with effect from December 19, 2022, pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution.”

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

Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577

Place: Noida
Date: February 14, 2023

Registered Office:

14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai - 400013
CIN: L92100MH1999PLC121506
E-mail: complianceofficer@zeemedia.esselgroup.com
Web: www.zeemedia.in

NOTES:

1. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013 (‘the Act’) and other applicable provisions, which sets out the details relating to the Special Business to be transacted through Postal Ballot, is annexed hereto.
2. As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelope are not being sent to Shareholders. Shareholders are requested to provide their assent or dissent through Remote E-Voting only.
3. Shareholders may please note that this Notice will be available on the Company’s website at www.zeemedia.in, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com. All documents referred to in this Notice will be available for inspection electronically, on all working days, until the last date of Remote E-Voting. Shareholders seeking to inspect such documents can send an email to complianceofficer@zeemedia.esselgroup.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.
4. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members / Beneficial Owners as received from Depositories as on **Friday, February 10, 2023**, i.e. (‘Cut- off date’) and whose email addresses are registered with the Company / RTA. A person who is not a Shareholder as on the Cut- off date should treat this Notice for information purpose only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
5. In compliance with provisions of Section(s) 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer Remote E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically.
6. E-voting period will commence on and from **Thursday, February 16, 2023 at 9:00 A.M.** (IST) and ends on **Friday, March 17, 2023, till 5:00 P.M.** (IST). During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, February 10, 2023**, may cast their vote by Remote E-Voting. The voting rights of shareholder(s) for Remote E-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The Remote E-Voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Registrar & Share Transfer Agent (RTA) i.e. M/s. Link Intime India Private Limited having its office at, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083.
8. Members are requested to notify immediately about any change in their postal address / E-mail address to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. Link Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Shareholders holding Equity Shares of the Company in physical form may register their E-mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company by E-mail, by sending appropriate communication on rnt.helpdesk@linkintime.co.in
9. The Members who have not received any communication regarding this Postal Ballot/ Remote E-Voting for any reason whatsoever but holding shares as on cut-off date, are also entitled to vote and may obtain the User ID and Password or instructions for Remote E-Voting by sending a request at e-mail of the Company viz. complianceofficer@zeemedia.esselgroup.com or contact their Depository Participants or Link Intime India Pvt. Ltd., between 9:00 Hours to 18:00 Hours on all working days, except Saturday and Sunday. In case of any queries, connected with E-voting, the members may contact Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083, at email at rnt.helpdesk@linkintime.co.in
10. The Company has appointed Mr. Jayant Gupta (CP No. 9738) Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report upon completion of scrutiny on the basis of Remote E-Voting data provided by National Securities Depository Limited ('NSDL'), in a fair and transparent manner and the result of the Postal Ballot will be announced on or before **Saturday, March 18, 2023**. In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the Resolution, if approved with requisite majority, shall deemed to have been passed on the last date specified by the Company for E-voting i.e. **Friday, March 17, 2023**. The declared results along with the report of the Scrutinizer shall be forwarded to BSE Limited and National Stock Exchange Limited and shall also be uploaded on the website of the Company.
11. The term 'Shareholders' has been used to denote the Members of the Company.
12. The instructions for Shareholders for e-voting are as under:
 - a) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9th, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
 - b) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote E-Voting period.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li data-bbox="452 182 1289 260">2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="452 270 1289 531">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote E-Voting period. <li data-bbox="452 540 1289 589">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="772 599 933 701" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="452 723 1289 850">1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. <li data-bbox="452 860 1289 1046">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the Remote E-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. <li data-bbox="452 1056 1289 1134">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="452 1144 1289 1295">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p data-bbox="452 1315 1289 1491">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote E-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the Remote E-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs.jga@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President or Ms. Pallavi Mhatre, Sr. Manager at evoting@nsdl.co.in.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to complianceofficer@zeemedia.esselgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to complianceofficer@zeemedia.esselgroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board
For Zee Media Corporation Limited

Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577

Place: Noida
Date: February 14, 2023

Registered Office:

14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai - 400013
CIN: L92100MH1999PLC121506
E-mail: complianceofficer@zeemedia.esselgroup.com
Web: www.zeemedia.in

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1

In terms of the extant regulatory framework and basis on the recommendations of the Nomination and Remuneration Committee of the Board and after reviewing requisite disclosures received from Mr. Purushottam Vaishnava (DIN: 01958304), the Board of Directors ('Board') of the Company at its meeting held on December 16, 2022 had approved the appointment of Mr. Vaishnava as an Additional Director, in the category of Non-Executive Non-Independent Director, of the Company, liable to retire by rotation with effect from December 19, 2022.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the directorship of Mr. Vaishnava has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The proposed ordinary resolution being approved as set out at Item No. 1 of this Notice would also comply with the aforesaid requirement. Appropriate Notice has been received from a member proposing candidature of Mr. Vaishnava as a Director of the Company pursuant to Section 160 of the Act.

In terms of the extant applicable provisions, the Company has received requisite declarations/disclosures from Mr. Vaishnava confirming that he is not disqualified to become a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

Mr. Vaishnava is a seasoned professional of the Media industry with experience of over 20 years. He owns an extensive understanding of both, editorial and management front. Being a trend-setter, he constantly endeavors on various transformational and innovative assignments and under his leadership, has led such initiatives to a path of success. Having spent over two decades in journalism, he started his journey from being a Reporter to Editor-in-Chief of Regional Channels. His last tenure was being the Head of Cluster 2 Channels of Zee Media Corporation Limited, which consisted of various Hindi and Regional News Channels. Mr. Vaishnava is B.Com (Hons) and M.Com from Maharishi Dayanand Saraswati University, Ajmer.

The requisite documents setting out the terms of appointment of Mr. Vaishnava as a Non-Executive Non-Independent Director will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to complianceofficer@zeemedia.esselgroup.com.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as **Annexure A**.

Mr. Vaishnava would be entitled to remuneration including sitting fees, commission, as approved by the Board/Shareholders from time to time and stock options, if any, upon requisite approvals and as permitted by law.

The Board is of the view that Mr. Vaishnava's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Vaishnava and his relatives (whose appointment is proposed in the resolution), are in any way concerned or interested in the resolution.

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

Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577

Place: Noida
Date: February 14, 2023

Registered Office:

14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai - 400013
CIN: L92100MH1999PLC121506
E-mail: complianceofficer@zeemedia.esselgroup.com
Web: www.zeemedia.in

Details of Director seeking appointment/re-appointment/continuation of the appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

Particulars	Mr. Purushottam Vaishnava
Age / Date of Birth	52 years/ January 15, 1971
Date of first Appointment on the Board	December 19, 2022
Qualification	B.Com (Hons) and M.Com
Brief Resume including Experience/ expertise in specified functional area	Mr. Purushottam Vaishnava ('Mr. Vaishnava') is a seasoned professional of the Media industry with experience of over 20 years. He owns an extensive understanding of both, editorial and management front. Being a trend-setter, he constantly endeavors on various transformational and innovative assignments and under his leadership, has led such initiatives to a path of success. Having spent over two decades in journalism, he started his journey from being a Reporter to Editor-in-Chief of Regional Channels. His last tenure was being the Head of Cluster 2 Channels of Zee Media Corporation Limited, which consisted of various Hindi and Regional News Channels. Mr. Vaishnava is B.Com (Hons) and M.Com from Maharishi Dayanand Saraswati University, Ajmer.
Experience and expertise in specified functional area	Mr. Vaishnava has the requisite experience and expertise in relation to Media Industry.
Directorships held in other companies in India*	Zee Akaash News Private Limited
Directorships held in other Listed entities	Nil
Chairman/ Member of Committee of the Board of other companies in which they are director**	Nil
Listed Entities from which the Director has resigned in the past three years	Nil
Shareholding in Zee Media Corporation Limited	Mr. Vaishnava does not hold any shares of the Company.
Inter-se Relationship between Directors/ Managers/Key Managerial Personnel	Mr. Vaishnava is not related to any of the director, manager and other Key Managerial Personnel of the Company.
Pecuniary relationship with company etc.	Nil
Terms and Conditions of Appointment/ Re-appointment and Remuneration along with details of remuneration sought to be paid	As mentioned in the Item No. 1 of this notice.
Remuneration Last Drawn	Nil (in his capacity as a Director)
Number of Board Meetings attended during the Financial Year 2022-23	One

*Directorships in Other Companies does not include alternate directorships, directorship in foreign bodies corporate and directorship in Zee Media Corporation Limited.

**Chairmanships/Memberships of only Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) have been considered except Foreign Companies, Private Companies, companies registered under Section 8 of the Act and Chairmanships/Memberships in Committees of Zee Media Corporation Limited.

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

Place: Noida
Date: February 14, 2023

Registered Office:

14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai - 400013
CIN: L92100MH1999PLC121506
E-mail: complianceofficer@zeemedia.esselgroup.com
Web: www.zeemedia.in

Ranjit Srivastava
Company Secretary & Compliance Officer
Membership No. A18577