

NOTICE

Notice is hereby given that the 23rd (Twenty Third) **Annual General Meeting ('AGM')** of the Members of Zee Media Corporation Limited will be held on Friday, the 30th day of September, 2022 at 11:30 A.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon and the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the report of the Auditors thereon.**

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

- a) **"RESOLVED THAT** the Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, including the Balance Sheet as at March 31, 2022, the statement of Profit and Loss and Statement of Cash Flow for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby adopted."
- b) **"RESOLVED THAT** the Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, including the Balance Sheet as at March 31, 2022, the statement of Profit and Loss and Statement of Cash Flow for the Financial Year ended on that date and the Report of the Auditors thereon, as circulated to the Members, be and is hereby adopted."

2. **To re-appoint Mr. Surender Singh (Director Identification Number: 08206770), as Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment.**

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 other applicable provisions of the Companies Act, 2013, Mr. Surender Singh (Director Identification Number: 08206770), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. **To re-appoint M/s. Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089) as the Statutory Auditors of the Company and fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089) be and are hereby re-appointed as Statutory Auditors of the Company for the second term of 5 (five) consecutive years from the conclusion of this 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESSES:

4. To ratify the Remuneration of Cost Auditors for the Financial Year 2022-23.

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 (‘the Act’), read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, and such other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Audit Fees of ₹ 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only), excluding taxes and reimbursement of out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby confirmed, ratified and approved to be paid to Chandra Wadhwa & Co, (Firm Registration No. 000239), Cost Accountants, as the Cost Auditors of the Company, to conduct the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted) of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. To re-appoint Mr. Dinesh Kumar Garg (Director Identification Number: 02048097) as a Whole Time 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 Sections 2(51), 2(94), 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board, and subject to such other approvals / permissions, if any, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Dinesh Kumar Garg (Director Identification Number: 02048097) as a Whole Time Director of the Company (designated as Executive Director - Finance) for a period of 3 (three) consecutive years with effect from September 20, 2022 till September 19, 2025 (both days inclusive), at the following terms and remuneration:

- a) Basic Salary: ₹ 330,900/- per month, with the authority to the Board of Directors to determine any merit based revisions from time to time, within the scale of ₹ 2,00,000/- to ₹ 5,00,000/- per month, during the term of his re-appointment.
- b) Allowances & Perquisites: In addition to the basic salary, Mr. Dinesh Kumar Garg shall be entitled to:
 - i. Allowances and reimbursements as per rules of the Company including Personal Allowance, House Rent Allowance, Children Education Allowance, Medical reimbursement and Leave Travel Allowance which in aggregate shall not be exceeding ₹ 3,37,708/- per month, with an authority to the Board of Directors to determine any revision from time to time, within the scale of ₹ 3,00,000/- to ₹ 6,00,000/- per month;
 - ii. Perquisites as per rules of the Company including personnel accident and medical insurance, use of chauffeur driven company car, telecommunication facilities at residence etc. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost;

- iii. Company's contribution to provident fund, any superannuation fund / annuity fund, gratuity and leave encashment as per the rules of the Company; and
 - iv. Performance based Variable Pay: Performance based variable pay to be paid at the discretion of the Nomination and Remuneration Committee and the Board, based on performance criteria and such other parameters as may be considered appropriate, from time to time, shall be ₹ 18,02,986/- per annum. The Nomination and Remuneration Committee and the Board of Directors are authorized to determine any revision from time to time in the range of ₹ 10,00,000 to ₹ 25,00,000 per annum.
- c) Other Terms and Conditions:
- i. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
 - ii. Reimbursement of entertainment expenses and mobile expenses incurred in the course of business of the Company.
 - iii. Mr. Garg's term of re-appointment shall not be liable to retire by rotation.

RESOLVED FURTHER THAT subject to necessary permissions/approvals, the Board of Directors of the Company be and are hereby authorised to fix, vary, reduce or amend the remuneration and other terms of his re-appointment from time to time, as it may deem expedient or necessary during the tenure of his re-appointment, within the limits as approved by the members.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded pursuant to Section 197, Schedule V and other applicable provisions of the Act, if any, and subject to requisite applicable approvals, if necessary, where in any Financial Year during the tenure of Mr. Dinesh Kumar Garg as Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Dinesh Kumar Garg, Whole

Time Director, remuneration by way of salary, perquisites and performance based variable pay approved herein supra, including any variations.

RESOLVED FURTHER THAT 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 are 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."

6. To approve payment of commission to Non-Executive Directors (including Independent Directors) of the Company.

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

"RESOLVED THAT pursuant to Section 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the Non-Executive Directors (including Independent Directors) of the Company be paid remuneration by way of commission, upto 1% of net profits of the Company, computed in accordance with the provisions of Sections

198 of the Act for a period of five years commencing from April 1, 2022, in addition to sitting fees for attending the meetings of Board and/or any Committee thereof and reimbursement of expenses for participation in the Board and other meetings, to be divided amongst the Non-Executive Directors in such manner and subject to such criteria as the Board of Directors of the Company may determine from time to time.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or

desirable in connection with or incidental to give effect to the aforesaid resolution”

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

Place: Noida
Date: August 30, 2022

Ranjit Srivastava
Company Secretary &
Compliance Officer
Membership No. A18577

Registered Office:

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

NOTES:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, *vide* its circular dated May 5, 2022, read together with erstwhile circulars issued in regard to General Meetings (collectively referred to as 'MCA Circulars'), permitted convening the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC / OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 23rd AGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the Special Businesses to be transacted at the AGM, is annexed hereto.
3. Pursuant to MCA Circulars, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the AGM through VC/OAVM on its behalf and to vote through remote E-Voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to pcs.jga@gmail.com and complianceofficer@zeemedia.esselgroup.com, with a copy marked to evoting@nsdl.co.in
5. Mandatory Linkage of PAN with Aadhaar: SEBI has *vide* its Circulars mandated furnishing of details of PAN, e-mail address, mobile number, bank account and nomination by shareholders holding securities in physical form. Further, it has also been stated that folios wherein any one of the cited document / details are not furnished or made available on or after April 1, 2023, the relevant folio(s) shall be frozen by the Registrars and Transfer Agent of the Company (RTA). Keeping the above statutory requirements in view, members holding shares in physical form are requested to furnish valid PAN, KYC details, Bank details, Nomination details etc. immediately to the Company/RTA, to ensure that their folios are not frozen on or after April 1, 2023. Members holding shares in electronic (DEMAT) form are requested to verify and update immediately any changes in their address or bank database etc. to their respective Depository Participants with whom they are maintaining their Demat accounts. The forms for furnishing the requisite information / details / documents can be downloaded from the website of the Company or from the website of the RTA at www.zeemedia.in and www.linkintime.co.in respectively.
6. Regulation 40 of the Listing Regulations, provides that requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in Demat form. Further, SEBI through its circular dated September 7, 2020 had fixed March 31, 2021 as the cut-off date for re-lodging of transfer deeds and such transferred shares shall be issued only in Demat mode. Members can contact the Company's Registrar and Transfer Agents, for assistance in this regard *i.e.* Link Intime India Private Limited.
7. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc., from the Company electronically.
8. Inspection: All documents referred to in this Notice and other statutory registers shall be open for inspection by the Members online during the AGM through VC/OAVM.
9. **Submission of questions or queries prior to AGM/ Registration of Speakers:** Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from **September 21, 2022 to September 25, 2022** through e-mail on complianceofficer@zeemedia.

esselgroup.com. Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at complianceofficer@zeemedia.esselgroup.com, on or before **September 25, 2022**. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

10. Details as required in sub-regulation (3) of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, on Directors recommended by the Board for re-appointment at this Meeting forms part of the Notice. Their detailed profile also forms part of the Corporate Governance Report. The Directors have furnished consent/disclosure for their re-appointment as required under the Act and rules made thereunder.
11. In accordance with the MCA Circular and SEBI circular dated May 13, 2022 and pursuant to Section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2022 including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Registrar.
12. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2021-22 is available in the Investor Section on the website of the Company at www.zeemedia.in and website of the Stock Exchanges where the shares of the Company are listed *i.e.* BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
13. Members are requested to notify immediately about any change in their postal address / E-Mail address / dividend mandate / bank details 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 / E-Mail - rnt.helpdesk@linkintime.co.in
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
15. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their holdings. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any Depository Participant.
16. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
17. Pursuant to Section 72 of the Act, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in Electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
18. Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ('IEPF Rules'), the dividend which remains

unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company. The shareholders can request the Company/RTA as per the prescribed provisions for claiming the shares out of the IEPF.

19. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.

General instructions for accessing and participating in the 23rd AGM through VC/OAVM Facility and voting through electronic means including remote E-Voting

20. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
21. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circulars and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
23. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.zeemedia.in. The Notice can also be accessed from the websites of the Stock Exchanges *i.e.* BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
24. The remote E-Voting period for all items of businesses contained in this notice of AGM shall commence from **Monday, the 26th day of September, 2022 at 9.00 A.M. (IST)** and will end on **Thursday, the 29th day of September, 2022 at 5.00 P.M. (IST)**. The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
25. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is **Friday, September 23, 2022**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
26. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system during the AGM.
27. The Members who have cast their vote by remote E-Voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-Voting before casting their vote.

28. At the AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-Voting facility. The Board of Directors of your Company have appointed Mr. Jayant Gupta, Practicing Company Secretary (PCS No. 9738) of Jayant Gupta & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote E-Voting process and voting through E-Voting system at the AGM, in a fair and transparent manner.
29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared within two working days of the conclusion of the Meeting.
30. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. www.zeemedia.in and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of AGM.
31. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

32. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Monday, the 26th day of September, 2022 at 9.00 A.M. (IST)** and will end on **Thursday, the 29th day of September, 2022 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) *i.e.* **Friday, September 23, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 23, 2022**.

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 and joining virtual meeting 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 e-mail 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.nsd.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 (<i>Zee Media Corporation Limited</i>) 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; border: 1px solid #ccc; padding: 10px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 (<i>Zee Media Corporation Limited</i>) 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 or joining virtual meeting & voting during the meeting.

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.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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 117527 then user ID is 117527001***.

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.
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 and General Meeting is in active status.
 2. Select "EVEN" of company (viz. Zee Media Corporation Limited) to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in your login or 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.
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.

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

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

- 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.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant VP or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email 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:

- 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to complianceofficer@zeemedia.esselgroup.com with a copy to rnt.helpdesk@linkintime.co.in.
- 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to complianceofficer@zeemedia.esselgroup.com with a copy to rnt.helpdesk@linkintime.co.in. 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)**.

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.

- 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.
- 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at complianceofficer@zeemedia.esselgroup.com. The same will be replied by the company suitably.
6. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date *i.e.* Friday, September 23, 2022, may obtain the User ID and password by following process mentioned above or sending a request

to complianceofficer@zeemedia.esselgroup.com with a copy to rnt.helpdesk@linkintime.co.in

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

Place: Noida
Date: August 30, 2022

Ranjit Srivastava
Company Secretary &
Compliance Officer
Membership No. A18577

Registered Office:

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

EXPLANATION IN TERMS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('LISTING REGULATIONS')

Item No. 3

This explanation is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089), were appointed as Statutory Auditors of the Company at the 18th Annual General Meeting ("AGM") for a period of five years *i.e.* upto the conclusion of the 23rd AGM of the Company.

Ford Rhodes Parks & Co LLP, Chartered Accountants, have given consent for their re-appointment as Statutory Auditors of the Company and has also submitted certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. Ford Rhodes Parks & Co LLP have confirmed that they hold the Peer Review Certificate

and are eligible for the proposed re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

As stated in their report on financial statements, the Auditors have reported their independence from the Company, Group and its associates, according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint Ford Rhodes Parks & Co LLP, Chartered Accountants (ICAI Firm Registration No. 102860W/W100089), as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 23rd AGM till the conclusion of the 28th AGM of the Company to be held in the year 2027.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the Listing Regulations are provided below:-

Terms of re-appointment	Ford Rhodes Parks & Co LLP, Chartered Accountants, is being re-appointed for the second term of 5 (Five) consecutive years from the conclusion of this 23 rd AGM till the conclusion of the 28 th AGM of the Company to be held in the year 2027.
Proposed Audit fees payable to Auditor	For the Financial Year 2022-23, it is proposed to pay Audit Fee of ₹ 36,00,000/- to Ford Rhodes Parks & Co LLP, upon confirmation of their re-appointment, with power of the Board to revise the audit fee, as may be mutually agreed between the Board of Directors of the Company and the Auditors, considering the size and nature of business operation of the Company.
Basis of recommendation and Auditor credentials	Ford Rhodes Parks & Co LLP (ICAI Firm Registration No. 102860W/W100089), is a Chartered Accountancy firm incorporated in India in the year 1919 in association with Ford, Rhodes, Williams & Co., of United Kingdom (UK), that was succeeded by Robson Rhodes of UK and has been rendering Professional Services in India for more than 100 years. It's a mid-sized firm having offices across major cities of India. The Firm has been carrying out professional services, since its inception, relating to Audit, Taxation, Corporate and Allied Laws and Management Consultancy Services to Indian corporate houses and Multinational Corporations. The firm also holds the peer review certificate issued by ICAI.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out in Item No. 3 of the Notice.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board at its meeting held on May 24, 2022, on the basis of the recommendation of the Audit Committee and in accordance with the provisions of the Act and Rule 14 of Companies (Audit and Auditors) Rules, 2014, approved the re-appointment of Chandra Wadhwa & Co., Cost Accountants (Firm registration No. 000239) as the Cost Auditors of the Company for the Financial Year 2022-23 at a cost audit fee

of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only), excluding taxes and reimbursement of out of pocket expenses and other terms and conditions.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), ratification of the aforementioned remuneration of the Cost Auditors for the Financial Year 2022-23, is sought from the members as an Ordinary Resolution.

Your Board recommends the Ordinary Resolution as set out in Item No. 4 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution mentioned in item no. 4 of the notice.

Item No. 5

Mr. Dinesh Kumar Garg (DIN: 02048097) was appointed as a Whole Time Director of the Company (designated as Executive Director - Finance) for a period of 3 (three) years with effect from September 20, 2019, not liable to retire by rotation, by the shareholders at their 21st Annual General Meeting held on December 29, 2020. Accordingly, his term is expiring on September 19, 2022.

Based on the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 30, 2022, approved the re-appointment of Mr. Dinesh Kumar Garg (DIN: 02048097) as a Whole Time Director of the Company (designated as Executive Director - Finance) for a further period of 3 (three) years with effect from September 20, 2022, not liable to retire by rotation during his term, subject to the approval of shareholders in the Annual General Meeting.

Mr. Dinesh Kumar Garg, aged 53 years, is a Chartered Accountant with professional experience of over 27 years. Mr. Garg is a seasoned professional with expertise in Financial Control & Reporting, Corporate Restructuring, Fund raising, Internal & Management Audits and Legal.

Mr. Garg is an Independent Professional without any direct interest in the share capital of the Company, except nominal holding held by a relative. Further Mr. Garg does not have any interest in any of Company's subsidiary(ies), except

being a non-executive Director in Company's Wholly Owned Subsidiary viz. Zee Akaash News Private Limited. Further, he is not related to any of the Directors or Promoters of the Company or its subsidiary(ies). Mr. Garg has given his consent to be re-appointed as the Whole Time Director of the Company and has further confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or order of any other such authority.

The Board of the Company believes that Mr. Garg is most competent and appropriate person to be re-appointed as a Whole Time Director of the Company (designated as Executive Director - Finance) of the Company. Accordingly, the Board proposes to re-appoint Mr. Dinesh Kumar Garg as Whole Time Director and designated as an Executive Director - Finance of the Company, for a period of 3 years with effect from September 20, 2022, not liable to retire by rotation.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Garg shall hold office upto the date of next General Meeting or for a period of three months from the date of re-appointment viz. September 20, 2022, whichever is earlier. The proposed resolution being approved as set out at Item No. 5 of this Notice would also be in compliance with the aforesaid requirements.

The Company is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed resolution. The Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

- (a) **Nature of Industry:** The Company is *inter alia* engaged in broadcasting of news, current affairs, and regional television channels. The Company is India's one of the largest Network of TV Channels and Digital properties, in the News Publishing and Broadcasting segment. It has one of the widest ranges of news media properties with 14 TV channels telecast in 7 different languages, 5 digital channels in 5 different languages, 30+ websites in different languages and 7 digital news apps. The network also caters to regional markets across states through these channels apart

from catering to the national audience. WION, an English news channel of the Company, has proven to be a success as a voice of India across the globe, making it one more successful pioneering effort from the Company.

- (b) Date of commencement of services:** The Company is in operation since August 1999.
- (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- (d) Financial Performance based on given indicators:** Financial performance for the last three Financial Years is as per details below:

(Rs. In Lakhs)

Particulars (Standalone)	FY 2020	FY 2021	FY 2022
Total Revenue*	5,687.35	5,776.56	6,621.98
EBITDA	1,541.17	1,851.35	1,709.46
Profit Before taxes	-2,670.41	848.91	1,094.69
Profit After taxes	-2,885.12	591.36	835.50
Basic EPS	-6.13	1.26	1.47
Diluted EPS	-6.13	1.16	1.45
Total Assets	6,821.25	10,396.41	10,398.41

* including other income

The detailed balance sheet, profit & loss account and other financial statement forms part of the Annual Report for the Financial Year 2021-22.

- (e) Foreign investments or collaborations, if any:** Except for equity shares of the Company held by Non-resident shareholders, there is no foreign investment or collaborations.

II. INFORMATION ABOUT APPOINTEE:

- (a) Background details:** Mr. Dinesh Kumar Garg, aged 53 years, is a Chartered Accountant with professional experience of over 27 years. Mr. Garg is a seasoned professional with expertise in Financial Control & Reporting, Corporate Restructuring, Fund raising, Internal & Management Audits and Legal. Mr. Garg was part of core team involved in the growth of the Company.

- (b) Past Remuneration:** Mr. Garg was appointed as Deputy Head – Management Audit and Support of the Company with effect from July 1, 2019. He was elevated as Executive Director – Finance, in the category of Whole Time Director on September 20, 2019. His terms of appointment and remuneration comprising of – Basic Salary of Rs. 239,300 per month, allowances aggregating to Rs. 259,212 per month, perquisites as per rules of the Company, variable pay based on the performance criteria & policy of the Company and Company’s contribution to provident fund, gratuity and leave encashment as per the rules of the Company, along with limits thereto, were duly approved by the Shareholders of the Company at the 21st Annual General Meeting of the Company held on December 29, 2020.

- (c) Recognition or Awards:** Mr. Garg is a senior fellow member of the Institute of Chartered Accountants of India.

- (d) Job Profile and its suitability:** Mr. Dinesh Kumar Garg, is a Chartered Accountant with professional experience of over 27 years. He is a seasoned professional with expertise in Financial Control & Reporting, Corporate Restructuring, Fund raising, Internal & Management Audits and Legal. Mr. Garg is an Independent Professional without any direct interest in the share capital of the Company, except nominal holding held by a relative. Further, Mr. Garg does not have any interest in any of Company’s subsidiary(ies), except being a Non-Executive Director in Company’s Wholly Owned Subsidiary viz. Zee Akaash News Private Limited. Further, he is not related to any of the Directors or Promoters of the Company or its subsidiary(ies). In view of Mr. Garg’s rich experience, dynamism and recognition, the Nomination & Remuneration Committee and the Board of Directors of the Company believes that Mr. Garg would be the most suitable person to be re-appointed as a Whole Time Director, nominated as Key Managerial Personnel of the Company for a further period of 3 years.

- (e) Remuneration Proposed:** The details of the remuneration is set out in the Resolution mentioned in item No. 5 of this Notice.

(f) Other Terms and Conditions:

- i. In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the remuneration by way of salary, perquisites and performance based variable pay as approved by the members, including any variations, shall be payable.
- ii. Reimbursement of entertainment expenses, mobile expenses, car related expense etc., actually and properly incurred in the course of business of the Company shall be allowed.
- iii. No sitting fees is being and shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- iv. Mr. Garg shall be entitled to Variable Pay/ Performance Linked pay, based on the performance criteria as laid down and approved by the Nomination and Remuneration Committee and the Board.
- v. The terms of appointment shall not be subject to retirement by rotation.
- vi. Mr. Garg shall devote his time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and subsidiary(ies).

- (g) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:** The proposed remuneration is commensurate with size and nature of business of the Company and is appropriate with the qualification, experience and responsibility shouldered by the appointee. Considering Mr. Garg's experience and the contributions he has made to the Company's business and size of the Company and keeping in view the similar or higher levels of remuneration in India at these levels, the remuneration proposed is moderate in comparison

to the remuneration packages of similar senior level personnel in other similar Companies in the Industry. The Nomination and Remuneration Committee perused remuneration of managerial persons in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Garg, before approving the remuneration as proposed hereinabove. Your Board feels that the proposed remuneration is fair, just and reasonable.

- (h) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Besides the remuneration proposed to be paid to Mr. Garg, there are no other pecuniary relationships with the Company or relationships with any other managerial personnel and Directors.

III. Other information:

- (a) Reasons of loss or inadequate profits:** The Company is having adequate profits in respect of the proposed remuneration of Mr. Garg, in terms of applicable provisions. With the News Broadcasting segment touching nearly 400 channels, the competition in the TV news industry for viewership and advertising pie is intense. Additionally, alternative technology-enabled distribution platforms launched by newer players further fragment the market. The Company's business is also affected by regulations that span cable and broadcasting, advertisement, telecommunications, intellectual property, consumer, and competition (anti-trust) laws and regulations.

- (b) Steps taken or proposed to be taken for improvement:** The Company has taken steps to synergize the broadcast and digital businesses leading to strong growth across the digital portfolio. In order to focus on the exponentially growing digital business, the Company had transferred the same to a wholly owned subsidiary company. Further, to utilize its brand strength and augment the channel portfolio, the company launched four new digital channels, besides making itself available widely through 20 brand websites and 7 digital apps across different languages. For further details, please refer

to Business Overview section of Board's report and Management Discussion and Analysis Report for the FY 2021-22, forming part of the Annual Report.

- (c) Expected increase in productivity and profits in measurable terms:** Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in coming years.

IV. Disclosures

A disclosure under this section is mentioned in the Board of Director's report under the heading "Corporate Governance". 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**.

Requisite information under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given herein:

- 1. Financial and operating performance of the Company during the three preceding financial years:** Requisite details are provided in para I (d) above.

- 2. Remuneration or commission drawn by individual concerned in any other capacity from the Company**

Mr. Garg is not drawing any remuneration or commission in any other capacity from the Company.

- 3. Remuneration or Commission drawn by Managerial Personnel from any other Company**

Mr. Garg is not drawing any remuneration or commission from any other Company.

- 4. Professional qualification and experience**

Mr. Dinesh Kumar Garg, aged 53 years, is a Chartered Accountant with professional experience of over 27 years. Mr. Garg is a seasoned professional with expertise in Financial Control & Reporting, Corporate Restructuring, Fund raising, Internal & Management Audits and Legal. Mr. Garg was part of core team involved in the growth of the Company from a 2 Channel closely held Company to a widely

held listed company.

- 5. Relationship between remuneration and performance**

Mr. Garg was appointed as Deputy Head – Management Audit and Support of the Company with effect from July 1, 2019. He was elevated as Executive Director – Finance, in the category of Whole Time Director on September 20, 2019. His terms of appointment and remuneration, were duly approved by the Shareholders of the Company at the 21st Annual General Meeting of the Company held on December 29, 2020, with authority to the Board to determine any merit based increments from time to time. The Nomination and Remuneration Committee and the Board feels that the proposed remuneration is fair, just, reasonable and commensurate with the responsibilities shouldered on him.

- 6. The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company**

Your Company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year, and increase in compensation and reward by way of variable pay is linked to the evaluation of individual's performance. All employees of the Company, including Whole Time Director are governed by the Company's Performance Management System, in addition to the Board-approved Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.

- 7. Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference**

Your Company has a clearly laid out Board-approved Remuneration Policy. This policy includes, *inter alia*, remuneration parameters for Whole Time Directors, Key Managerial Personnel and Senior Management

and other employees. The perspective that governs remuneration of Directors goes beyond the Company and the Industry, especially in terms of benchmarks.

8. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year

Mr. Garg does not hold any shares in the Company as on March 31, 2022.

Your Board recommends the Ordinary Resolution as set out in Item No. 5, for your approval.

The document setting out the terms of employment and payment of remuneration as prescribed under Section 190 of the Act is available for inspection by the Members online during the AGM through video conference. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Mr. Dinesh Kumar Garg is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. The relatives of Mr. Dinesh Kumar Garg may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Dinesh Kumar Garg (whose re-appointment is proposed in the resolution), are in any way concerned or interested in the resolution set out in Item No. 5.

Item No. 6

The members at the 18th Annual General Meeting held on August 9, 2017, approved pursuant to Section 197 and other applicable provisions of Companies Act, 2013 ('Act') and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), payment of remuneration by way of Commission of upto 1% of Net Profits of the Company, to Non-Executive Directors (including Independent Directors) of the Company for a period of 5 years commencing from April 1, 2017. The said commission was in addition to the sitting fees payable to the Directors for attending the meeting of the Board of Directors of the Company or any Committee thereof and reimbursement of expenses for participation in the Board and other meetings.

With the enhanced Corporate Governance requirements under the Act and the Listing Regulations coupled with the size, complexity and operations of the Company, the role and responsibilities of all the Directors, particularly Non-Executive and Independent Directors has become more onerous, requiring greater time commitments, attention and a higher level of oversight. In view of the above, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 28, 2022, recommended and approved continuation of payment of commission not exceeding 1% of the net profits of the Company for a period of five years commencing from Financial Year 2022-23 and onwards, in terms of Section 197 of the Act and net profit being computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time. Such payment will be in addition to the sitting fees for attending Board/Committee meetings and reimbursement of expenses for participation in the Board and other meetings.

Regulation 17(6) of the Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting.

In view of the above regulatory provisions, your Board recommends Ordinary resolution as set out in Item No. 6 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives, except the Non-Executive Directors of the Company to whom the resolution relates are concerned, or interested in the Resolution mentioned in Item No. 6 of the Notice.

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

Place: Noida
Date: August 30, 2022

Ranjit Srivastava
Company Secretary &
Compliance Officer
Membership No. A18577

Registered Office:

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

ANNEXURE A

The details of Directors seeking re-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	Item No. 2	Item No. 5
	Mr. Surender Singh (DIN: 08206770)	Mr. Dinesh Kumar Garg (DIN: 02048097)
Age / Date of Birth	66 / August 26, 1956	53 / June 20, 1969
Date of first Appointment on the Board	July 1, 2020	September 20, 2019
Qualification	BA (Hon's) in Political Science and MA in History	Chartered Accountant
Brief Resume including Experience/ expertise in specified functional area	Mr. Singh is a Retired IPS with experience in matters pertaining to Security management including cyber security and forensic; risk analysis; data analysis; intelligence; security audit; protection of intellectual property and people/ asset management. Mr. Singh had attended many courses / development programs including <i>inter alia</i> Course of Indian Revenue Services - Income tax, Basic course at Civil Defence & Fire Service etc. His detailed profile forms part of Corporate Governance Report.	Mr. Garg is a Chartered Accountant with professional experience of over 27 years. Mr. Garg is a seasoned professional with expertise in Financial Control & Reporting, Corporate Restructuring, Fund raising, Internal & Management Audits and Legal. His detailed profile forms part of Corporate Governance Report.
Directorships held in other companies in India*	10 (Ten)	1 (One)
Directorships held in Listed entities (excluding Zee Media Corporation Ltd.)	2 (Two)	NIL
Chairman / Member of Committee of the Board of other companies in which they are Director**	2 (Two)	2 (Two)
Shareholding in the Company	NIL	NIL
Pecuniary relationship with company etc.	Does not have any material pecuniary relationship with the Company/ Subsidiary company/ Associates or their Promoters/Directors during last three years.	
Name of listed entities from which person has resigned in last three years	Zee Entertainment Enterprises Limited	Diligent Media Corporation Limited
<i>Inter-se</i> Relationship between Directors/Managers/ Key Managerial Personnel	Not related to any Directors/ Managers/ Key Managerial Personnel of the Company.	

Particulars	Item No. 2	Item No. 5
	Mr. Surender Singh (DIN: 08206770)	Mr. Dinesh Kumar Garg (DIN: 02048097)
Terms and Conditions of Appointment / Remuneration	As given in the resolution no. 2 of this AGM Notice. Mr. Singh is entitled to sitting fees for attending the meetings of the Board and Committees and Commission, as approved by the Members of the Company.	As given in the resolution no. 5 of this AGM Notice.
Remuneration Last Drawn	Refer Corporate Governance Report.	As given in the resolution no. 5 read with explanatory statement thereto.
Number of Board Meetings Attended during the Financial Year 2021-22	7 (Seven)	6 (Six)

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

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

Place: Noida
Date: August 30, 2022

Ranjit Srivastava
Company Secretary &
Compliance Officer
Membership No. A18577

Registered Office:

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

Information at a Glance

Sr.	Particulars	Details
1	Day, Date and Time of AGM	Friday, September 30, 2022 at 11:30 A.M. (IST)
2	Mode	Video Conferencing and Other Audio-Visual Means
3	Participation through Video Conferencing	Members can login on the date of AGM at https://www.evoting.nsdl.com/ by using their remote e-voting login credentials and selecting the EVEN for Company's AGM
4	Help-Line Number for VC Participation	Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430
5	Speaker Registration Before AGM	Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at complianceofficer@zeemedia.esselgroup.com from September 21, 2022 to September 25, 2022. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM
6	Cut-off Date for e-voting	Friday, September 23, 2022
7	Remote E-voting start time and date	Monday, September 26, 2022 at 9:00 A.M. (IST)
8	Remote E-voting end time and date	Thursday, September 29, 2022 at 5:00 P.M. (IST)
9	Remote E-voting website	www.evoting.nsdl.com
10	Name, address and contact details of Registrar and Transfer Agent	Link Intime India Private Ltd. C - 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. E Mail - rnt.helpdesk@linkintime.co.in
11	E-mail Registration & Contact Updation process	<ul style="list-style-type: none"> Demat Shareholders: Contact respective Depository Participant Physical Shareholders: Contact Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd. by sending an email request at rnt.helpdesk.co.in along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate. <p>Alternatively, shareholders can get their e-mail address register with Company's Registrar and Transfer Agent by clicking the link https:// linkintime.co.in/emailreg/email_register.html</p>