

November 23, 2016

BSE Limited.
National Stock Exchange of India Limited.

Kind Attn. Corporate Relationship Department

Dear Sirs,

Proceedings of the Board Meeting held on November 23, 2016 – Acquisition of Radio Business

This is to inform you that the Board of Directors of the Company at the meeting held today i.e. on November 23, 2016, has approved in-principle, acquisition of Equity stake by the Company in the Radio Broadcasting business of Reliance Broadcast Network Limited (RBNL), to be transferred by RBNL to Vrushvik Entertainment Pvt Ltd and Azalia Media Services Pvt Ltd.

As per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015, requisite details relating to the proposed acquisition, are as mentioned herein:

About the Target Companies:

Vrushvik Entertainment Pvt Ltd ('Vrushvik') and Azalia Media Services Private Limited ('Azalia') are SPV's incorporated on October 27, 2016 and October 25, 2016 respectively and are yet to commence any business operations.

The Subscribed and Paid-up Share Capital of Vrushvik and Azalia currently is Rs. 10,20,00,000/- each, held by Promoters of Reliance Broadcast Network Limited (RBNL).

Details of Proposed Transaction:

Reliance Broadcast Network Limited (RBNL), a Reliance Group entity, engaged in the Radio Broadcasting business under brand name '92.7 BIG FM' has 45 Operational Radio licenses and 14 new Radio licenses. Financial details of Radio Broadcasting business of RBNL for last 3 years are as detailed herein:

(Rs in Crs)

Period	Revenue	EBITDA
Financial Year 2013-14	202	102
Financial Year 2014-15	227	79
Financial Year 2015-16	305	116

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|| VASUDHAIVA KUTUMBAKAM ||
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ZEE MEDIA CORPORATION LIMITED

Regd. Office : Continental Building, 135, Dr. Annie Besant Road, Worli,
Mumbai - 400018, India Tel. : +91-22-2483 1234 Fax : +91-22-2490 0302
www.zeenews.india.com | CIN : L92100MH1999PLC121506

Brief mechanics of transaction is as detailed herein:

- i. Subject to approval of Ministry of Information and Broadcasting (MIB) and as part of the transaction, RBNL shall transfer Radio business viz. (i) 45 Operational Radio license business to Vrushvik and (ii) 14 New Radio License business to Azalia, both of which are 100% held by the Promoters of RBNL viz Reliance Land Pvt Ltd and Reliance Capital Ltd.
- ii. The said acquisition of Radio business by Vrushvik and Azalia from RBNL shall be at net consideration of Rs. 1400 Crores and Rs. 150 Crores respectively, which is proposed to be funded by Vrushvik and Azalia from out of fresh borrowings to be obtained on security of assets acquired and Corporate Guarantee from shareholders in proportion to their shareholding;
- iii. Simultaneous with the said business transfer and after receipt of requisite regulatory approvals including approval of MIB for the Business Transfer, the Company shall:
 - Acquire 49% equity stake in Vrushvik and Azalia from the existing shareholders at a consideration of Rs. 7 Crores and Rs. 3 Crores respectively;
 - The company shall also have an option to acquire balance 51% Equity Stake in Vrushvik and Azalia from their existing shareholders at fixed consideration of Rs. 8 Crores and Rs. 4 Crores respectively in compliance with MIB regulations
- iv. In addition to the consideration payable for acquisition of 49% equity stake, the Company shall be required to (i) issue Corporate Guarantee for securing proportionate borrowings of Target Companies and (ii) fund all future business requirements of Target entities.
- v. The proposed transaction including Business Transfer from RBNL to Vrushvik and Azalia shall be subject to regulatory approvals including approval of MIB and No-Objection from lenders of RBNL. Acquisition of 49% equity stake by the Company in target entities will require approval of MIB for change in shareholding.
- vi. The proposed acquisition is expected to be closed in the first half of Calendar Year 2017.

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Investment Rationale:

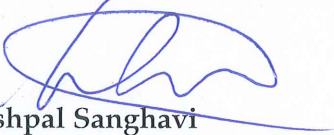
The proposed acquisition of Radio Business by the Company will not only compliment the current business of the Company but is also expected to accelerate business growth. The desired business diversity brought about with the proposed acquisition is expected to help the Company in achieving sound financial objectives at an accelerated pace. The Company's current bouquet of 11 News and Current Affairs channels coupled with 59 Radio licenses is expected to enhance Audience base and also keep them engaged on different media platforms.

Interest of Promoters / Promoter Group if any:

The proposed acquisition is not a related party transaction, further none of the Promoter / Promoter Group entities are interested in the proposed transaction.

A Press release in this regard is attached for your information and records.

Yours truly,
ZEE MEDIA CORPORATION LIMITED


Pushpal Sanghavi
Company Secretary



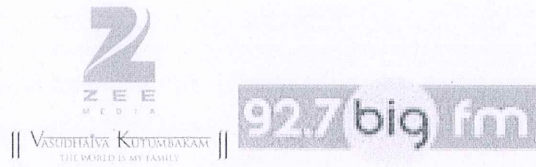
Encl. As stated



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**Press Release
For Immediate Publication**

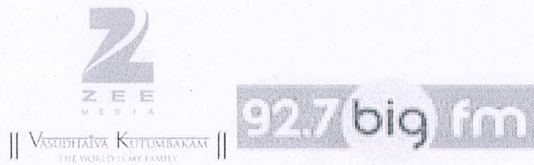
Zee Media Corporation Limited to acquire 49% stake in 92.7 BIG FM, the Radio Broadcasting Business of Reliance Broadcast Network Limited

New Delhi, November 23, 2016 – The Board of Directors of **Zee Media Corporation Limited (“ZMCL”)** (BSE: 532794, NSE: ZEEMEDIA) today approved **acquisition of 49% stake in 92.7 BIG FM, the radio broadcasting business of Reliance Broadcast Network Limited** and the execution of definitive agreements in relation to such acquisition (the “Proposed Transaction”).

The radio broadcasting business of Reliance Group is being operated in the entity - Reliance Broadcast Network Ltd (“RBNL”). Reliance Broadcast Network Limited runs the largest network of FM radio channels in India - 45 operational licenses (issued under Phase II and migrated to Phase III) and 14 new licenses (issued under Phase III). The FM channels are being broadcast under the brand “92.7 BIG FM”, reaching to 45 cities, 1200 towns and over 200 million people. It reaches out to around 43 million listeners per week and engages with a large number of national and local advertisers.

Reliance Broadcast Network Limited shall be transferring the 45 operational and 14 new licenses into two SPVs respectively along with the assets and liabilities. ZMCL shall acquire 49% stake in each of these two SPVs. ZMCL and Reliance Broadcast Network Limited shall also have a call/put option to acquire/sell the balance 51% after the lock-in provisions on the permission holder of these licenses expire. As per MIB regulations, atleast 51% shareholding needs to be held by the permission holder for a minimum period of 3 years from the date the channels were operationalized. The lock-in period for the 45 operational licenses shall expire on 31st March 2018, whilst the lock-in period for the 14 licenses shall expire after the expiry of 3 years from the day all 14 licenses shall have become operational, which is expected to be around March 2020.

Mr. Rajiv Singh, COO, ZMCL said *“We are pleased to announce this acquisition which shall not only be complementary to our current business but accelerate its growth too. We are currently running successfully a bouquet of 11 news and current affair channels and with the addition of 59 radio licenses, we will be reaching out to a much increased audience base and will keep them engaged on different media platforms. This acquisition shall bring about the desired business diversity and will help in achieving the sound financial objectives at an accelerated pace. We are confident that this investment will enhance value for all stakeholders and looking forward towards this exciting journey to take the company to the next level.”*



Mr. Sam Ghosh, ED and Group CEO, Reliance Capital said, “We are happy to bring in Zee Media as our partner in the Radio business. This transaction is part of our strategy to reduce exposure in non-core businesses and work towards further reducing debt under Reliance Capital”.

The proposed transaction remains subject to regulatory approvals including Ministry of Information & Broadcasting. The transaction is expected to close in the first half of CY2017.

Acquisory Consulting LLP and KPMG LLP are acting as financial / tax advisors to ZMCL and Luthra & Luthra Law Offices is acting as the legal advisor. EY and Phoenix Legal are acting as financial and legal advisors to Reliance Broadcast Network Limited respectively.

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Notes to Editors:

About Zee Media Corporation Limited

Zee Media Corporation Limited, erstwhile Zee News Limited, is one of the leading news networks of India. It has a unique cluster of news, current affairs and regional news channels, which includes Zee News, Zee Business, India 24x7, WION, Zee Punjab Haryana Himachal, Zee Madhya Pradesh Chhattisgarh, Zee 24 Taas, 24 Ghanta, Zee Kalinga News, Zee Purvaiya and Zee Rajasthan News. It also includes newspaper DNA. More information about Zee Media Corporation Limited and its businesses are available on www.zeenews.com.

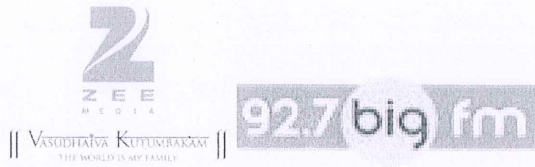
About Reliance Broadcast Network Limited – Radio Broadcasting Business

92.7 BIG FM, launched in 2006, is India’s largest and No.1 radio network spanning 45 markets. With an increased presence of 59 stations with newly acquired frequencies in key states of Maharashtra, Uttar Pradesh, Bihar and Northeast India, the radio network consolidates its position to be the largest in the country, thereby widening the reach for its advertisers and stakeholders. With shows based on original content, music that engages young and the old alike, and the flamboyant spirit of its RJs, the tagline of 92.7 BIG FM, ‘Suno Sunao Life Banao’, resonates strongly with its diverse listener base across the country. More information is available on: www.reliancebroadcast.com

About Reliance Capital

Reliance Capital, a part of the Reliance Group, is one of India’s leading private sector financial services companies. It ranks amongst the top private sector financial services and banking groups, in terms of net worth. The Company is a constituent of CNX Midcap 50 and MSCI Global Small Cap Index.

Reliance Group is amongst India’s leading business houses with over 250 million customers. The Group has a strong presence across a wide array of high growth consumer-facing businesses of financial services, telecom, energy, power, infrastructure, and Defence.



Reliance Capital has interests in asset management and mutual funds; life and general insurance; commercial and home finance; stock broking; wealth management services; distribution of financial products; asset reconstruction; proprietary investments and other activities in financial services.

More information is available on: www.reliancecapital.co.in

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