

December 2, 2013

BSE Limited
National Stock Exchange of India Limited

Kind Attn. Manager - Corporate Relationship

Dear Sir,

**Sub: Declaration of results of Resolution(s) proposed in the Postal Ballot
Notice dated October 22, 2013.**

This is further to our letter dated October 29, 2013, enclosing therewith copies of Postal Ballot Notice (together with the Explanatory statement, Ballot Forms and Business Reply envelope) sent to Members of the Company seeking:

- a) Approval of the Public Shareholders (i.e. Shareholders other than those forming part of Promoter & Promoter Group) as per SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 as revised by Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, to the Scheme of Amalgamation of Essel Publishers Private Limited with Zee Media Corporation Ltd and their respective shareholders and creditors by passing an Ordinary Resolution by way of Postal Ballot.
- b) Approval of Shareholders for issuance of Corporate Guarantee(s) / providing Security(ies) beyond the limit prescribed under Section 372A of the Companies Act, 1956 by passing a Special Resolution by way of Postal Ballot.

The Voting on the said Postal Ballot commenced on October 30, 2013 has ended on November 28, 2013 and based on the report submitted by the Scrutinizer, Mr. Satish K Shah, Practicing Company Secretary, the Whole-time Director of the Company has today, declared that the Ordinary & Special resolution proposed in the said Postal Ballot Notice have been passed with requisite majority.



|| VASUDHAIVA KUTUMBAKAM ||
THE WORLD IS MY FAMILY

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 2495 5974

Particulars of votes cast in favor of and against the said resolutions under the Postal Ballot process as reported by the Scrutinizer is as detailed herein:

Business for which Postal Ballot conducted	Total valid votes cast	Votes cast in favour	Votes cast against
Ordinary Resolution seeking approval of Public Shareholders (i.e. Shareholders other than those forming part of Promoter & Promoter Group) to the Scheme of Amalgamation of Essel Publishers Private Limited with Zee Media Corporation Limited and their respective Shareholders and Creditors pursuant to Section 391 to 394 and other applicable provisions of Companies Act, 1956	No of Ballots & % 683 (100%) No of Shares & % 42,889,637 (100%)	No of Ballots & % 652 (95.46%) No of Shares & % 42,828,022 (99.86%)	No of Ballots & % 31(4.54%) No of Shares & % 61,615 (0.14%)
Special Resolution under Section 372A and other applicable provisions of the Companies Act, 1956 (including re-enactment thereof) seeking approval of the Shareholders for issuance of Corporate Guarantee(s) / providing security(ies) in excess of the limits prescribed under Section 372A of the Companies Act, 1956	No of Ballots & % 680 (100%) No of Shares & % 170,785,011 (100%)	No of Ballots & % 628 (92.35%) No of Shares & % 170,711,401 (99.96%)	No of Ballots & % 52(7.65%) No of Shares & % 73,610 (0.04%)

Requisite details of Voting as per Clause 35A of the Listing Agreement is enclosed herewith.

Kindly acknowledge receipt

Yours faithfully,
For Zee Media Corporation Limited
(formerly Zee News Limited)



Pushpal Sanghavi
Company Secretary



Encl. As above.



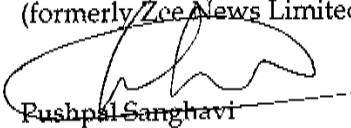
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Details of Voting as per Clause 35A of the Listing Agreement

Resolution	Category	Promoter & Promoter Group	Public Institutional Shareholder	Public Others	Total
Ordinary Resolution seeking approval of Public Shareholders (i.e. Shareholders other than those forming part of Promoter & Promoter Group) to the Scheme of Amalgamation of Essel Publishers Private Limited with Zee Media Corporation Limited and their respective Shareholders and Creditors pursuant to Section 391 to 394 and other applicable provisions of Companies Act, 1956	No of Shares held	127,899,010	49,444,231	62,420,715	239,763,956
	No of Votes Polled	0	33,433,907	9,455,730	42,889,637
	% of Votes Polled on O/s Shares	0	67.62%	15.15%	17.89%
	No of Votes - In favour	0	33,433,907	9,394,115	42,828,022
	No of Votes - Against	0	0	61,615	61,615
	% of Votes in favour on Votes Polled	0	100%	99.35%	99.86%
	% of Votes against on Votes Polled	0	0	0.65%	0.14%
Special Resolution under Section 372A and other applicable provisions of the Companies Act, 1956 (including re-enactment thereof) seeking approval of the Shareholders for issuance of Corporate Guarantee(s) / providing security(ies) in excess of the limits prescribed under Section 372A of the Companies Act, 1956	No of Shares held	127,899,010	49,444,231	62,420,715	239,763,956
	No of Votes Polled	127,899,010	33,433,907	9,452,094	170,785,011
	% of Votes Polled on Outstanding Shares	100%	67.62%	15.14%	71.23%
	No of Votes - In favour	127,899,010	33,433,907	9,378,484	170,711,401
	No of Votes - Against	0	0	73,610	73,610
	% of Votes in favour on Votes Polled	100%	100%	99.22%	99.96%
	% of Votes against on Votes Polled	0	0	0.78%	0.04%

For **ZEE MEDIA CORPORATION LIMITED**
(formerly Zee News Limited)


Pushpal Sanghavi
Company Secretary



Mumbai, December 2, 2013



[[VASUDHIVA KUTUMBARAM]]
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