

April 8, 2025

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: ZEEMEDIA	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 Scrip Code: 532794
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Kind Attn. : Corporate Relationship Department
Ref : Disclosure under Regulation 30 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Subject : Outcome of Board Meeting held on April 8, 2025

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in furtherance to the intimations dated January 13, 2025 and April 3, 2025, filed by the Company, we wish to inform that the Board of Directors of the Company at its meeting held today i.e. April 8, 2025, have *inter-alia*, considered and approved:

1. Raising funds by issuance of 5% coupon, unsecured, unlisted, Foreign Currency Convertible Bonds up to USD 465,90,000, with a maturity of 10 years ('FCCBs') on a private placement basis to UNICO Global Opportunities Fund Limited and Sun India Opportunities Investing Fund 'incorporated VCC sub-fund' ('Proposed Investors'), on terms and conditions as decided between the Company and the Proposed Investors, as per the applicable ECB guidelines set forth by the Reserve Bank of India;
2. The opening of the issuance of FCCBs today, *i.e.*, April 8, 2025; and
3. Fixing the conversion price at Rs. 13.50/- per equity share (including equity premium of Rs. 12.50/-) ('Conversion Price') based on the pricing formula as prescribed under the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993.

We further wish to inform you that the 'Relevant Date' for the purpose of issuance of the FCCBs, in terms of 'Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993' ('FCCB Scheme'), is April 8, 2025. Accordingly, the 'floor price' in respect of the aforesaid issuance of FCCBs has been determined at Rs. 13.04/- per equity share, based on the pricing formula as prescribed under Clause 5(4)(ca) of the FCCB Scheme.

The Board Meeting commenced at 3:45 P.M. and concluded at 5:00 P.M.

Zee Media Corporation Limited

Corporate Office: FC-9, Sector-16A, Film City, Noida - 201301, UP, India | Phone: +91-120-7153000
Regd. Office: 135, Continental Building, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai-400018, Maharashtra, India | Phone: +91-22-71055001
Website: www.zeemedia.in | Email: zmcl@zeemedia.com | CIN: L92100MH1999PLC121506

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The details required to be disclosed as per Regulation 30 of SEBI Listing Regulations read with SEBI Circular for disclosure under Regulation 30 of Listing Regulations, is enclosed as **Annexure – A**.

We request you to kindly take the same on record.

Thanking you,

Yours truly,

For **Zee Media Corporation Limited**



Ranjit Srivastava

Company Secretary & Compliance Officer

Membership No: A18577

Contact No.: + 91-120-715 3000

Encl. as above

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Annexure – A

S. no.	Particulars	Details
1	Type of securities proposed to be issued	Foreign Currency Convertible Bonds ('FCCBs')
2	Type of issuance	International offering on a private placement basis.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	FCCBs up to USD 465,90,000 split into 5 series and the proceeds will be drawn in tranches.
4	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
5	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
6	In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s)	
i.	Name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;	FCCBs will not be listed on any of the stock exchanges (whether in India or abroad)
ii.	Proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;	The FCCBs which are proposed to be issued are in the nature of being optionally convertible bonds. In case the option to convert the FCCBs into equity shares of the Company is exercised, the number of equity shares on a fully diluted basis shall be 29,61,35,358 equity shares of Re. 1 each of the Company, at the conversion price of Rs. 13.50/- per equity share. USD 1 = Rs. 85.8087
iii.	a) Proposed date of allotment; b) Tenure, date of maturity; and c) Coupon offered, if any of FCCB's;	a) As may be mutually decided between the Company and the Proposed Investors and subject to requisite approvals, if any. b) FCCBs maturing in 10 years c) 5% coupon per annum.

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iv.	Issue price of ADR/GDR /FCCBs (in terms of USD and in INR after considering conversion rate)	Issuance of FCCBs up to USD 465,90,000. The conversion price shall be Rs. 13.50/- per equity share (including equity premium of Rs. 12.50/- per equity share). After considering conversion rate of USD 1 = Rs. 85.8087, the total issue size shall be upto Rs. 399,78,27,333/-.
v.	Change in terms of FCCBs, if any	Not Applicable
vi.	Details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);	Nil
7	In case of issuance of debt securities or other nonconvertible securities the listed entity shall disclose following additional details to the stock exchange(s).	Not Applicable
8	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

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