January 29, 2016

BSE Limited
National Stock Exchange of India Limited

Kind Attn : Corporate Relationship Department

Dear Sirs,

Sub : Postal Ballot Notice

This is to inform you that today, on January 29, 2016, the Company has completed despatch of Postal Ballot Notice seeking approval of Preference Shareholders of the Company by passing an Ordinary Resolution for consolidating and re-organising the face value of existing Preference Shares from ₹1/- each to ₹10/- each and consequent alteration of Clause V in the Memorandum of Association of the Company.

We hereby enclose a copy of the Postal Ballot Notice sent to the Preference Shareholders of the Company for your information and records.

For Zee Entertainment Enterprises Limited

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Encl : As above

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM
THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Regd. Office : 18th Floor, A Wing, Marathon Futurex, N.M.Joshi Marg, Lower Parel, Mumbai - 400 013. India.
☎ + 91 22 7106 1234 F + 91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

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Registered Office: 18th Floor - A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400013
Tel. 022 – 7106 1234 **Fax.** 022 - 2300 2107 **Website** – www.zeetelevision.com **CIN** - L92132MH1982PLC028767

Postal Ballot Notice

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

Dear Preference Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, that consent and approval of the Preference Shareholders of the Company is sought through postal ballot / electronic voting (e-voting) for consolidation and re-organisation of face value of Preference Shares from ₹ 1/- each to ₹ 10/- each and consequent alteration of Capital Clause V in the Memorandum of Association of the Company.

The Company has appointed FCS Satish K Shah, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice, and return the completed Postal Ballot Form in the enclosed Business reply envelope, postage whereof will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier/registered/speed post/hand-delivery at the expense of the Preference Shareholder will also be accepted. Duly completed Postal Ballot Form(s) should reach the Scrutinizer at the Registered Office of the Company at 18th Floor - A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400 013, on or before 6.00 p.m. on Sunday, the 28th day of February, 2016, the last date for receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date will be considered invalid.

The Company is pleased to offer Electronic Voting ('e-voting') facility established by National Securities Depository Limited, as an alternative which would enable Preference Shareholders to cast votes electronically, instead of sending physical Postal Ballot Form. E-voting is optional. Preference Shareholders may refer to instructions relating to e-voting detailed in this notice.

Upon completion of the scrutiny of the Postal Ballot Forms and e-voting by the Preference Shareholders, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot will be announced on Wednesday, the 2nd day of March, 2016, at the Registered Office of the Company. The results of the Postal Ballot will also be displayed on the Company's website **www.zeetelevision.com** besides sending appropriate communications to BSE Limited and National Stock Exchange of India Limited.

The date of declaration of the results i.e. Wednesday, the 2nd day of March, 2016, shall be the date on which the Ordinary Resolution, as mentioned herein, would be deemed to have been passed by the Preference Shareholders, if approved by requisite majority.

Proposed Resolution

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

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any of the Companies Act, 2013 read with the rules made there under, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Articles of Association of the Company, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required, the face value of the Preference Shares of the Company be consolidated from ₹ 1/- each to ₹ 10/- each in order that every 10 preference shares having face value ₹ 1/- each held by a Preference Shareholder (as on Record date to be announced by the Company) be consolidated into 1 (one) preference share with face value of ₹10/- each and consequently the Capital Clause V in the Memorandum of Association of the Company be re-organized and altered as follows:

V. The authorised share capital of the Company is Rs. 2300,00,00,000 (Rupees Two Thousand Three Hundred Crores only) consisting of 200,00,00,000 (Two Hundred Crores) Equity Shares of Re 1/- (Rupee one) each and 210,00,00,000 (Two Hundred Ten Crores) Preference Shares of Rs. 10/- each.

RESOLVED FURTHER THAT

- All fractional entitlements of 6% Cumulative Redeemable Non-Convertible Preference Shares (Bonus Preference Shares) resulting from such proposed consolidation be aggregated and allotted to a trustee to be appointed by the Board of Directors (hereinafter referred as "the Board" which term shall be deemed to include any Committee thereof) of the Company who shall dispose the said Preference Shares and handover the net proceeds of sale of such Preference Shares to the Company for distribution among the Preference Shareholders who would otherwise be entitled to such fractional entitlements;
- The existing share certificates pertaining to the Preference Shares of ₹ 1/- each issued to the holders of Bonus Preference Shares, which are held in physical form on the Record Date, be treated as cancelled and that fresh share certificates be issued for the fully paid Preference Shares of ₹ 10/- each to such Preference Sharesholder(s) in lieu of their existing Preference Shares, as per applicable provisions of Companies Act, 2013;
- In case of the Preference Shares held in dematerialized form as on Record date, the beneficiary account be credited with such number of fully paid Preference Shares of ₹ 10/- each in lieu of the existing Preference Shares and the proportionate amount for the sale of fractional entitlements, if any be distributed to such Preference Shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take all necessary steps in order to facilitate any legal, regulatory and / or procedural formalities or approvals and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary for the said purpose, with power to settle any questions, difficulties or doubts that may arise in this regard without having to seek any further consent or approval of the Preference Shareholders of the Company."

By order of the Board

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Place: Mumbai
Date : January 15, 2016
Registered Office:
18th Floor - A Wing, Marathon Futurex
N M Joshi Marg, Lower Parel
Mumbai 400013
Email: shareservice@zee.esselgroup.com
CIN: L92132MH1982PLC028767

Notes :

1. Explanatory Statement in respect of the proposed Ordinary Resolution pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended herein below.
2. The Postal Ballot Notice is being sent to the Bonus Preference Shareholders whose names appear on the Register of Preference Shareholders / Record of Depositories as at the close of business on Friday, the 22nd day of January, 2016. The Postal Ballot Notice is being sent by email to the Preference Shareholders who have registered their email IDs for receipt of documents in electronic form with the Company/Depository Participant(s) for communication. For Preference Shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice may also be accessed on Company's Website **www.zeetelevision.com.**
3. Preference Shareholders whose names appear on the Register of Preference Shareholders/Records of Depositories as at the close of business on Friday, the 22nd day of January, 2016 will be considered for the purpose of voting / e-voting.
4. Voting period will commence on and from Saturday, the 30th day of January, 2016 at 10.00 a.m. and end on Sunday, the 28th day of February, 2016 at 6.00 p.m.
5. Preference Shareholders can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case any Preference Shareholder cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

6. Preference Shareholders who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Preference Shareholder is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an email to **shareservice@zee.esselgroup.com**. The Registrar and Share Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Preference Shareholder.

7. In compliance with Section 108 to 110 of the Companies Act, 2013 and the Rules made thereunder, along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, the Company has provided the facility to the Preference Shareholders to exercise their votes electronically and vote on the resolution through the e-voting facility provided by National Security Depository Limited (NSDL).

8. A Preference Shareholder cannot exercise his / her vote through proxy on postal ballot.

9. Preference Shareholders desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Notice and Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, not later than 6.00 p.m. on Sunday the 28th day of February, 2016. The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier/registered/ speed post/hand-delivered at the expense of the Preference Shareholder will also be accepted. Postal Ballot Forms received after the aforesaid date and time will be considered as if no reply has been received from the Preference Shareholder.

10. After completion of scrutiny of votes cast either electronically or on postal ballot, the Scrutinizer will submit his report to the Chairman and results of the voting shall be announced by the Chairman or the Managing Director of the Company on Wednesday, the 2nd day of March, 2016 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, **www.zeetelevision.com** besides being sent to the Stock Exchanges on the said date.

11. The date of declaration of results of the Postal Ballot i.e. Wednesday, the 2nd day of March, 2016 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

12. Instructions and process for E-voting are as under:

    A. Preference Shareholder whose shareholding is in dematerialised form and whose email address is registered with the Company / Depository Participant(s) will receive an email from NSDL informing the User ID and Password:

        (i) Open email and open PDF file viz; "ZEEL Pref e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

        (ii) Launch internet browser by typing the URL: **https://www.evoting.nsdl.com**

        (iii) Click on Shareholder – Login

        (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

        (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

        (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

        (vii) Select "EVEN" of "Zee Entertainment Enterprises Limited - 6% Pref".

        (viii) Now you are ready for remote e-voting as Cast Vote page opens.

        (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

        (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

        (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

        (xii) Institutional Preference Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to **satshah@gmail.com** with a copy marked to **evoting@nsdl.co.in** and **shareservice@zee.esselgroup.com**

    B. For Preference Shareholders holding shares in dematerialised form whose email addresses are not registered with the Company/Depository Participant(s) and Preference Shareholders holding preference shares in physical form, as well as those Preference Shareholders who have requested for a physical copy of the Notice, it may be noted that the initial User ID and Password is being provided in the Postal Ballot Form. Such Preference Shareholders are requested to follow all steps from Sl. No. (ii) to (xii) above to cast vote.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/ Password' option available on **www.evoting.nsdl.com** or contact NSDL at the toll free no. 1800-222-990.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at downloads section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990.

D. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In March 2014 the Company had issued by way of Bonus 2016,94,23,120 - 6% Cumulative Redeemable Non-Convertible Preference Shares of ₹ 1/- each ('Bonus Preference Shares') to the eligible equity shareholders of the Company in the ratio of 21 Bonus Preference Shares for each Equity Share held as on the Record date and these Bonus Preference Shares are redeemable at par in 5 tranches of 20% each commencing from 4th anniversary of the date of Allotment i.e. from March 2018.

In order to facilitate future Corporate Actions in connection with redemption of Bonus Preference Shares from time to time, it is proposed to consolidate the face value of the Bonus Preference Shares from ₹ 1/-each to ₹ 10/- each by consolidating every 10 Bonus Preference Shares of face value of ₹ 1/- each held by a Preference Shareholder (as on Record Date to be announced by the the Company) into 1 (one) Preference Share of ₹ 10/- each and consequently alter Capital Clause of the Memorandum of Association of the Company. The proposed consolidation and re-organisation of preference shares and the consequent alteration of Capital clause of the Memorandum of Association of the Company was approved in principle by the equity shareholders of the Company at the Annual General Meeting held on July 15, 2015. Subsequently, the unlisted Preference Shares of the Company have been redeemed as per the terms of their said issue.

It is proposed that the fractions, if any, arising out of such proposed consolidation of face value of Bonus Preference Shares shall be consolidated and issued to a Trustee appointed by the Board. Such Trustee shall dispose the said Preference Shares and remit net proceeds to the Company who shall in turn distribute the same to eligible Preference Shareholders.

The proposed consolidation shall be subject to consents/ approvals of the regulatory authorities, SEBI and/or Stock exchanges as may be required. As per Section 61 of the Companies Act, 2013, every alteration to the Memorandum of Association of the Company shall be subject to approval of Members.

As any re-organisation and consolidation of Preference Shares tends to affect the Preference Shareholders, your Board recommends the Ordinary resolution as set out above for approval of Preference Shareholders.

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, except to the extent of any Preference Shares held by any such Director and/or Key Managerial Personnel.

By order of the Board

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Place: Mumbai
Date : January 15, 2016
Registered Office:
18th Floor - A Wing, Marathon Futurex
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