July 18, 2014

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

Sub: Proceedings of 32nd Annual General Meeting

Dear Sirs,

The 32nd Annual General Meeting of the Equity Shareholders of the Company was held today (Friday, July 18, 2014) at 11.00 a.m. at Nehru Auditorium, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018.

In accordance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had provided E-voting facility, to facilitate all Equity Shareholders of the Company (as at cut-off date of June 20, 2014), to cast their votes electronically on all businesses proposed in the Notice of AGM. The E-voting period commenced on Saturday, July 12, 2014 at 9.00 a.m. and concluded on Monday, July 14, 2014 at 6.00 p.m.

Based on the report dated July 15, 2014 submitted by Mr. Satish K Shah (CP No. 3142), Practising Company Secretary, who was engaged by the Company as Scrutiniser, at the AGM held today, the Chairman of the AGM, declared that all the proposals contained in Item nos. 1 to 10 of the Notice of AGM were approved by the Equity Shareholders of the Company through E-voting, **with requisite majority**.

Copy of the Scrutiniser's report along with requisite particulars of E-voting results as per Clause 35A of the Listing Agreement is enclosed for your information and record.

Yours truly,
ZEE ENTERTAINMENT ENTERPRISES LIMITED

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Zee Entertainment Enterprises Limited Mumbai

Encl. As above

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM
THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.
☎ + 91 22 2483 1234 F + 91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

Details of Voting Results at 32nd Annual General Meeting held on July 18, 2014

(Pursuant to Clause 35A of the Listing Agreement)

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	July 18, 2014
Total number of Equity shareholders as on Book Closure	92035
No of Equity Shareholders present in the meeting either in person of through proxy	
a) Promoters & Promoter Group	4
b) Public	128
No of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	As detailed in 'B' below
Resolution required	
Mode of Voting	
Voting results	

B. Details of E-Voting for all items proposed at Annual General Meeting

Item No. 1 – Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company – on a standalone and consolidated basis for the financial year ended 31 March 2014 including the Balance Sheet as at 31 March 2014, the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	333422703	715	747093630
% of Votes polled to outstanding Equity Shares	100%	67.72%	0.00%	77.79%
No of Votes in favor	413670212	333116324	683	746787219
No of Votes against	0	306379	32	306411
% of Votes in favor on Votes Polled	100%	99.91%	95.52%	99.96%
& of Votes against on Votes Polled	0.00%	0.09%	4.48%	0.04%

Zee Entertainment Enterprises Limited Mumbai

ZEE ENTERTAINMENT

Vasudhaiva Kutumbakam
THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.
☎ + 91 22 2483 1234 F + 91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

Item No. 2 – Ordinary Resolution

To confirm the pro-rata Dividend paid on the Preference Shares of the Company for the financial year ended 31 March 2014

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337455551	715	751126478
% of Votes polled to outstanding Equity Shares	100%	68.54%	0.00%	78.21%
No of Votes in favor	413670212	337455551	683	751126446
No of Votes against	0	0	32	32
% of Votes in favor on Votes Polled	100%	100.00%	95.52%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	4.48%	0.00%

Item No. 3 – Ordinary Resolution

To declare Dividend of Rs. 2 per Equity Share for the financial year ended 31 March 2014

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337455551	703	751126466
% of Votes polled to outstanding Equity Shares	100%	68.54%	0.00%	78.21%
No of Votes in favor	413670212	337455551	683	751126446
No of Votes against	0	0	20	20
% of Votes in favor on Votes Polled	100%	100.00%	97.16%	100.00%
& of Votes against on Votes Polled	0.00%	0.00%	2.84%	0.00%

Zee Entertainment Enterprises Limited Mumbai

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.
☎ +91 22 2483 1234 F +91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

Item No. 4 – Ordinary Resolution

To appoint a Director in place of Dr Subhash Chandra, who retires by rotation, and being eligible, offers himself for reappointment

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337455551	715	751126478
% of Votes polled to outstanding Equity Shares	100%	68.54%	0.00%	78.21%
No of Votes in favor	413670212	319329639	683	733000534
No of Votes against	0	18125912	32	18125944
% of Votes in favor on Votes Polled	100%	94.63%	95.52%	97.59%
& of Votes against on Votes Polled	0.00%	5.37%	4.48%	2.41%

Item No. 5 – Ordinary Resolution

To re-appoint M/s. MGB & Co., Chartered Accountants, Mumbai, having Firm Registration No. 101169W (now known as MGB & Co. LLP, having Firm Registration No. 101169W/W-100035), as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at remuneration to be determined by the Board of Directors of the Company

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337455551	715	751126478
% of Votes polled to outstanding Equity Shares	100%	68.54%	0.00%	78.21%
No of Votes in favor	413670212	332351095	683	746021990
No of Votes against	0	5104456	32	5104488
% of Votes in favor on Votes Polled	100%	98.49%	95.52%	99.32%
& of Votes against on Votes Polled	0.00%	1.51%	4.48%	0.68%

Zee Entertainment Enterprises Limited Mumbai

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM
THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.
☎ +91 22 2483 1234 F +91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

Item No. 6 – Ordinary Resolution

To appoint Prof Sunil Sharma as an Independent Director, not liable to retire by rotation for the period until January 21, 2017

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337455551	715	751126478
% of Votes polled to outstanding Equity Shares	100%	68.54%	0.00%	78.21%
No of Votes in favor	413670212	336817823	683	750488718
No of Votes against	0	637728	32	637760
% of Votes in favor on Votes Polled	100%	99.81%	95.52%	99.92%
& of Votes against on Votes Polled	0.00%	0.19%	4.48%	0.08%

Item No. 7 – Ordinary Resolution

To appoint Prof Neharika Vohra as an Independent Director, not liable to retire by rotation, for the period until March 11, 2017

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337455551	715	751126478
% of Votes polled to outstanding Equity Shares	100%	68.54%	0.00%	78.21%
No of Votes in favor	413670212	336817823	683	750488718
No of Votes against	0	637728	32	637760
% of Votes in favor on Votes Polled	100%	99.81%	95.52%	99.92%
& of Votes against on Votes Polled	0.00%	0.19%	4.48%	0.08%



ZEE ENTERTAINMENT ENTERPRISES LIMITED
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.
☎ + 91 22 2483 1234 F + 91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

Item No. 8 – Ordinary Resolution

To appoint Mr. Subodh Kumar as Director of the Company liable to retire by rotation

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337455551	715	751126478
% of Votes polled to outstanding Equity Shares	100%	68.54%	0.00%	78.21%
No of Votes in favor	413670212	333353048	355	747023615
No of Votes against	0	4102503	360	4102863
% of Votes in favor on Votes Polled	100%	98.78%	49.65%	99.45%
& of Votes against on Votes Polled	0.00%	1.22%	50.35%	0.55%

Item No. 9 – Ordinary Resolution

To appoint Mr. Subodh Kumar as Whole-time Director designated as Executive Vice Chairman for a period of 3 years with effect from 1 February 2014 on such terms and at such remuneration as detailed in Explanatory Statement

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337179351	715	750850278
% of Votes polled to outstanding Equity Shares	100%	68.48%	0.00%	78.18%
No of Votes in favor	413670212	336476810	355	750147377
No of Votes against	0	702541	360	702901
% of Votes in favor on Votes Polled	100%	99.79%	49.65%	99.91%
& of Votes against on Votes Polled	0.00%	0.21%	50.35%	0.09%

Zee Entertainment Enterprises Limited Mumbai

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM
THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.
☎ + 91 22 2483 1234 F + 91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

Item No. 10 – Ordinary Resolution

To appoint Lord Gulam Noon as an Independent Director, not liable to retire by rotation for a period upto March 31, 2017

Category	Promoter & Promoter Group	Public - Institutional Shareholders	Public Others	Total
No of Equity Shares held as at Cut-off date of 20th June 2014	413670212	492370888	54407620	960448720
No of Votes Polled	413670212	337455551	715	751126478
% of Votes polled to outstanding Equity Shares	100%	68.54%	0.00%	78.21%
No of Votes in favor	413670212	322737135	355	736407702
No of Votes against	0	14718416	360	14718776
% of Votes in favor on Votes Polled	100%	95.64%	49.65%	98.04%
& of Votes against on Votes Polled	0.00%	4.36%	50.35%	1.96%

ZEE ENTERTAINMENT ENTERPRISES LIMITED

Zee Entertainment Enterprises Limited Mumbai

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Place: Mumbai
Date: July 18, 2014

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.
☎ +91 22 2483 1234 F +91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

July 15, 2014

The Board of Directors
Zee Entertainment Enterprises Limited
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai 400 018

Dear Sirs,

Re: SCRUTINISERS' REPORT

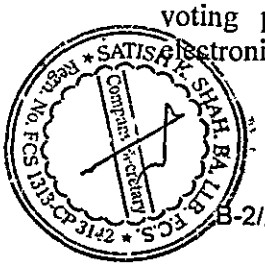
Report on E-voting conducted by Zee Entertainment Enterprises Limited ('the Company'), in relation to all resolutions proposed at the 32nd Annual General Meeting of the Equity Shareholders of the Company scheduled on 18th July 2014

- The Company has provided E-voting facility to the Equity Shareholders, in terms of Clause 35B of the Listing Agreement with Stock Exchanges and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, relating to all businesses proposed at the 32nd Annual General Meeting. The undersigned was appointed as Scrutiniser by the Company on June 6, 2014, to conduct the E-voting in a fair and transparent manner and to scrutinize votes cast by the Equity Shareholders and submit a report thereon to the Board of Directors.

- The Company had availed E-voting platform/facility provided by Central Depository Services (India) Limited ('CDSL'). The E-voting, to be exercised by the Equity Shareholders of the Company as at June 20, 2014, commenced on Saturday, July 12, 2014 at 9.00 a.m. and concluded on Monday, July 14, 2014 at 6.00 p.m.

- Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on CDSL platform, in the presence of Mrs. Prabha Shah and Ms. Aishni Parab, both residing at Lok Everest, Jatashankar Dosa Road, Mulund, (West), Mumbai 400 080. These witnesses are not in the employment with the Company.

- Based on the report and details downloaded from CDSL website, after conclusion of voting period, I hereby report that 255 Equity Shareholders casted their Votes electronically, on each of the 10 agenda items as per details mentioned herein:



B-2/201, LOK EVEREST, Jatashankar Dosa Road, Mulund (W), Mumbai - 400 080.
Telefax : 25689808 / Cell : 7738036028 / E-mail:satshah@gmail.com

CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

Item No. 1 – Ordinary Resolution - Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2014

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
250	746787219	99.96%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	306411	0.04%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
2	0	0
Total	**747093630**	**100.00%**

Item No. 2 – Ordinary Resolution - Confirmation of payment of pro-rata dividend on Preference Shares for financial year ended March 31, 2014

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
253	751126446	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
2	32	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	**751126478**	**100.00%**

Item No. 3 – Ordinary Resolution - Declaration of Equity Dividend for Financial year ended on March 31, 2014

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
253	751126446	100.00%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	20	0.00%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	0	0
Total	**751126466**	**100.00%**

B-2/201, LOK EVEREST, Jatashankar Dosa Road, Mulund (W), Mumbai - 400 080.
Telefax : 25689808 / Cell : 7738036028 / E-mail:satshah@gmail.com

CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

Item No. 4 – Ordinary Resolution - Re-appointment of Dr Subhash Chandra as Director of the Company

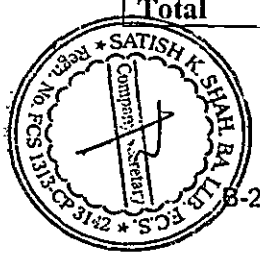
Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
227	733000534	97.59%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
28	18125944	2.41%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	**751126478**	**100.00%**

Item No. 5 – Ordinary Resolution - Re-appointment of Statutory Auditors

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
245	746021990	99.32%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
10	5104488	0.68%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	**751126478**	**100.00%**

Item No. 6 – Ordinary Resolution - Appointment of Prof Sunil Sharma as Independent Director

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
252	750488718	99.92%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	637760	0.08%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	**751126478**	**100.00%**



B-2/201, LOK EVEREST, Jatashankar Dosa Road, Mulund (W), Mumbai - 400 080.
Telefax : 25689808 / Cell : 7738036028 / E-mail:satshah@gmail.com

CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

Item No. 7 – Ordinary Resolution - Appointment of Prof Neharika Vohra as Independent Director

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
252	750488718	99.92%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	637760	0.08%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	**751126478**	**100.00%**

Item No. 8 – Ordinary Resolution - Appointment of Subodh Kumar as Director

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
248	747023615	99.45%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
7	4102863	0.55%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
Total	**751126478**	**100.00%**

Item No. 9 – Ordinary Resolution - Appointment of Subodh Kumar as Executive Vice Chairman

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
245	750147377	99.91%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
4	702901	0.09%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
6	0	0
Total	**750850278**	**100.00%**

B-2/201, LOK EVEREST, Jatashankar Dosa Road, Mulund (W), Mumbai - 400 080.
Telefax : 25689808 / Cell : 7738036028 / E-mail:satshah@gmail.com

CS Satish K. Shah

B.A., LLB, FCS.

Company Secretary

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

Item No. 10 – Ordinary Resolution - Appointment of Lord Gulam Noon as Independent Director

Voted in Favor of Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
220	736407702	98.04%
Voted Against the Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
35	14718776	1.96%
Abstained from Voting on Resolution		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
6	0	0
Total	**751126478**	**100.00%**

The relevant records relating to electronic voting shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the minutes of the 32nd Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.

Satish K Shah
FCS-1313, CP-3142
B-2/201 Lok Everest,
Jatashankar Dosa Road,
Mulund, (West)
Mumbai – 400 080

