June 20, 2017

BSE Limited
National Stock Exchange of India Limited

BSE Scrip Code: 505537
NSE Symbol: ZEEL

Kind Attn: Manager- Corporate Relationship Department

Dear Sir,

Sub: Notice of Annual General Meeting and Annual Report of the Company for the year ended March 31, 2017

This is to inform you that the 35th Annual General Meeting of the Members of the Company has been convened to be held on Wednesday, July 12, 2017 at 11.00 a.m. at 'Nehru Auditorium', Nehru Centre, Dr Annie Besant Road, Worli, Mumbai- 400018.

The Company has initiated the process of despatching the said Annual Report for FY 2016-17 to its shareholders as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

We send herewith a copy of the Annual Report for 2016-17 alongwith the Notice of 35th Annual General Meeting.

The Annual Report of the Company can also be accessed on the website of the Company www.zeetelevision.com.

For Zee Entertainment Enterprises Limited

Zee Entertainment Enterprises Limited Mumbai

M Lakshminarayanan
Chief Compliance Officer and Company Secretary

Encl: As above

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 2300 2107
www.zeetelevision.com | CIN : L92132MH1982PLC028767

NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of the Equity Shareholders of Zee Entertainment Enterprises Limited will be held at 'Nehru Auditorium', Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018 on Wednesday, the 12th day of July 2017, at 11.00 a.m., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company prepared under Indian Accounting Standards (Ind-AS) on a standalone and consolidated basis, for the financial year ended March 31, 2017 including the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

2. To confirm Dividend paid on Preference Shares for the financial year ended March 31, 2017.

3. To declare Dividend of ₹ 2.50 per Equity share for the financial year ended March 31, 2017.

4. To appoint a Director in place of Mr Subodh Kumar (DIN 02151793), who retires by rotation, and being eligible, offers himself for reappointment.

5. To appoint Statutory Auditors in place of Auditors retiring on rotational basis and fix their remuneration by passing, with or without modification(s), the following resolution as an **Ordinary Resolution**.

   "Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), be appointed as Statutory Auditors of the Company, in place of retiring auditors M/s MGB & Co., LLP, Chartered Accountants (Firm Registration No. 101169W/W-100035), to hold such office until the conclusion of the 40th AGM to be held in the year 2022, subject to ratification by Equity Shareholders every year, at such remuneration to be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.**
   "Resolved that pursuant to Section 148 of the Companies Act, 2013, read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, Mr. Vaibhav P Joshi (Membership No. 15797) Proprietor of M/s. Vaibhav P Joshi & Associates, Cost Accountants (having Firm Registration No. 101329) appointed by the Board of Directors of the Company as Cost Auditor for the financial year 2016-17 be paid remuneration of Rs. 3,00,000 (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses."

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.**
   "Resolved that pursuant to Sections 149, 152 and other applicable provisions of Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, Mr Manish Chokhani (DIN 00204011), who holds the office of Independent Director of the Company until March 31, 2018 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation for a period of three years from April 1, 2018 until March 31, 2021."

8. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.**
   "Resolved that in supersession of the Special Resolution passed by the Members at the 34th Annual General Meeting held on July 26, 2016 and pursuant to Section 94 of the Companies Act, 2013 ('Act') read with Companies (Management and Administration) Rules, 2014 and other applicable statutory / regulatory provisions, all the Registers to be kept and maintained by the Company under Section 88 of the Act including Register of Members / Debenture-holders / Other Security-holders, etc., and copies of Annual Returns prepared under Section 92 of the Act together with copies of certificates and documents be kept and maintained at the office(s) of the Company's Registrar and Share Transfer Agents M/s Link Intime India Private Ltd., at their registered office at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, instead of the Registered Office of the Company."

Equity Dividend, if approved by Members at the Annual General Meeting, will be paid on or after July 18, 2017, to all those equity shareholders whose name appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before the Record Date i.e. Thursday, July 6, 2017 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of Equity Shares held in electronic form, as at the end of the business day on Thursday, July 6, 2017.

By Order of the Board

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Place: Mumbai
Date: May 10, 2017

Registered Office:
18th floor, A Wing, Marathon Futurex
N M Joshi Marg, Lower Parel
Mumbai 400 013
CIN: L92132MH1982PLC028767
E-mail: shareservice@zee.esselgroup.com

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.

4. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, on recommendation of the Audit Committee, the Board of Directors have recommended for consideration at the Annual General Meeting the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as the Statutory Auditors in place for retiring Statutory Auditors M/s. MGB & Co., LLP, Chartered Accountants, for a period of five years i.e. until the conclusion of the 40th AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the Equity Shareholders at every AGM, at such remuneration as may be determined by the Board of Directors of the Company.

   M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have provided requisite consent and certifications under Section 139 of the Companies Act, 2013 and has confirmed that they hold valid certificate issued by the Peer Review Board of ICAI as required under SEBI Listing Regulations.

5. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

   In connection with the proposed re-appointment of Mr Manish Chokhani as Independent Director not liable to retire by rotation, the Board of Directors have reviewed the declarations made by Mr Manish Chokhani confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that Mr Chokhani fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company.

6. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2017, may send their queries at least seven days before the Annual General Meeting to the Chief Compliance Officer & Company Secretary at the Registered Office of the Company or by e-mail to shareservice@zee.esselgroup.com

7. Interim & Final Equity Dividend for the Financial Year ended March 31, 2010, which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) in June and December 2017 respectively. Members who have not encashed their dividend warrants for Interim and Final Dividend issued by the Company for the financial year ended March 31, 2010 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agents.

   Members may further note that, pursuant to Section 124 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all Shares on which Dividend remains unclaimed for 7 (seven) consecutive years or more are liable to be transferred to IEPF-Suspense Account. Members are further advised that in terms of applicable provisions of the Act and IEPF Rules, Unclaimed Dividends and Shares transferred to IEPF can be claimed from the Fund after following process prescribed in the said Rules.

8. Electronic copy of the Annual Report for 2016-17 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants(s) for communication. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2016-17 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.zeetelevision.com.

9. Members are requested to notify immediately about any change in their address / e-mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agents, M/s Link Intime India Private Ltd. at their office at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Members holding Shares of the Company in physical form are requested to register their e-mail address with the Registrar and Share Transfer Agents of the Company to receive all communications including Annual Report and Notice of Meeting(s) by e-mail, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.

10. **E-VOTING**

    In compliance with Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide equity shareholders facility to exercise their right to vote on all businesses detailed in the Notice of 35th Annual General Meeting (AGM) by electronic means. The facility of casting votes by any member using electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL) for all the business detailed in this notice.

    The remote e-voting period for all items of business contained in this Notice shall commence from Saturday the 8th day of July 2017 at 9.00 a.m. and will end on Tuesday, the 11th day of July 2017 at 5.00 p.m. During this period, equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the Cut-off date of July 6, 2017, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

11. The facility for voting by way of Ballot / Poll paper shall also be made available at the meeting venue and members as on Cut-off date i.e. July 6, 2017 attending the meeting and who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

12. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

13. The voting rights of Members for remote e-voting prior to the meeting or by way of Ballot / Poll Paper at the meeting shall be in proportion to their equity shareholding in the paid-up equity share capital of the Company as on the Cut-off date of July 6, 2017.

14. At the Annual General Meeting, the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of Ballot / Poll Paper by all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

15. The Company has appointed ACS Vinita Nair, Partner, M/s Vinod Kothari & Co., Company Secretaries as Scrutiniser to conduct remote e-voting process as well as Ballot / Poll Paper voting process at the Annual General Meeting in a fair and transparent manner and submit a report thereon.

16. The Scrutiniser shall, after the conclusion of voting at the Annual General Meeting (AGM), first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast to the Chairman of the AGM who shall countersign the same and declare the results of the voting forthwith.

17. The Results declared along with the Scrutiniser's report shall be placed on the website of the Company www.zeetelevision.com and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed on the date of Annual General Meeting.

18. The instructions and process for e-voting are as under:

    A. Members whose shareholding is in dematerialised form and whose e-mail addresses are registered with the Company / Depository Participant(s) will receive an e-mail from NSDL informing their User ID and Password:

        (i) Open e-mail and open PDF file viz. "ZEEL 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 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".

        (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 shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Company and Scrutiniser through e-mail to shareservice@zee.esselgroup.com and vinita@vinodkothari.com with a copy marked to evoting@nsdl.co.in

    B. Members holding Equity Shares of the Company in dematerialised form whose e-mail address is not registered with the Company / Depository Participants and Members holding shares in physical form as well as those Members who have requested for physical copy of Notice and Annual Report may obtain User ID and password by sending a request at e-voting@nsdl.co.in or shareservice@zee.esselgroup.com and thereafter follow steps in Sl. no. (ii) to (xii) above to cast vote. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.

    C. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 6, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or shareservice@zee.esselgroup.com

    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 following toll free no.: 1800-222-990.

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

    E. You can also update your mobile number and e-mail 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

ITEM NO. 6

The Ministry of Corporate Affairs, vide Notification No. GSR. 695(E) dated July 14, 2016, had amended the Companies (Cost Records and Audit) Rules, 2014, which *inter alia* removed specific exclusion / exemption available earlier to Broadcasting entities from carrying out Cost Audit. Consequently, since the Company meets other requirements prescribed under the Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company at the meeting held on August 31, 2016 had, after reviewing confirmation received and based on the recommendations of the Audit Committee, approved appointment of Mr. Vaibhav Joshi (Membership No. 15797) proprietor of M/s. Vaibhav P Joshi & Associates (having Firm registration no. 101329), as Cost Auditor of the Company for FY 2016-17 at remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, approval / ratification of Shareholders is being sought for payment of remuneration to the Cost Auditor for FY 2016-17.

Your Board recommends the Ordinary resolution as set out in Item No. 6 for your approval.

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.

ITEM NO. 7

At the 33rd Annual General Meeting held on July 15, 2015, Members of the Company had approved appointment of Mr Manish Chokhani, as Independent Director of the Company not liable to retire by rotation. The current term of the said appointment of Mr Manish Chokhani as Independent Director of the Company shall expire on March 31, 2018. As per Section 149(10) an Independent Director shall be eligible for re-appointment for a second term of up to 5 years on passing a Special resolution by the Shareholders of the Company.

Since the current term of appointment of Mr Chokhani shall expire before the next Annual General Meeting scheduled in 2018, your Board, based on the performance evaluation and after reviewing confirmation of independence received recommends re-appointment of Mr Chokhani as an Independent Director for the second term of 3 years commencing from the expiry of his current term of appointment i.e. from April 1, 2018 until March 31, 2021. Appropriate notice has been received from a Member proposing appointment of Mr Manish Chokhani as Independent Director of the Company and requisite consent has been received from the said Director pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Mr Manish Chokhani who is proposed to be appointed for the second term as an Independent Director of the Company fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and is Independent of the management.

Brief Profile and other details of Mr Manish Chokhani forms part of the Corporate Governance Report.

Your Board recommends the Special resolution as set out in Item No. 7 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr Manish Chokhani (whose appointment is proposed in the resolution) are in any way concerned or interested in the resolution.

ITEM NO. 8

In compliance with the requirements of Section 94 of the Companies Act, 2013, Members of the Company at the 34th Annual General Meeting held on July 26, 2016, had approved a proposal for maintaining the Register & Index of Members / Preference Shareholders, Share Transfer Register and other particulars including Annual Returns and annexures thereto at the office of the Registrar & Share Transfer Agent of the Company M/s Link Intime India Pvt Ltd ('RTA Agent') located at C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400 078, rather than at the Registered Office of the Company.

Since the RTA Agent has shifted its Registered Office to their own premises, approval of Members is sought for maintaining Register & Index of Equity / Preference Shareholders, Share Transfer Register and related details including Annual Returns etc. at the new location at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083.

Section 94 of the Companies Act, 2013 permits the Company to maintain its Registers and Annual Returns at any place other than its Registered Office subject to Members approval by way of a Special Resolution. A copy of the proposed resolution will be forwarded in advance to the Registrar of Companies, Maharashtra, Mumbai, as required under the said Section 94 (1) of the Companies Act, 2013.

Your Board recommends the Special resolution as set out in Item No. 8 for your approval.

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.

By Order of the Board

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Place: Mumbai
Date: May 10, 2017

Registered Office:
18th floor, A Wing, Marathon Futurex
N M Joshi Marg, Lower Parel
Mumbai 400 013
CIN: L92132MH1982PLC028767
E-mail: shareservice@zee.esselgroup.com