ZEE MEDIA

VASUDHAIVA KUTUMBAKAM
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ZEE ENTERTAINMENT ENTERPRISES LIMITED

Continental Building, 135, Dr Annie Besant Road, Worli Mumbai 400 018
www.zeetelevision.com

To
The Members,

Abstract under Section 302 of the Companies Act, 1956

The Board of Directors of the Company at the meeting held on January 22, 2014 had pursuant to the recommendation of the Remuneration Committee and subject to approval of the shareholders at the ensuing General Meeting, approved appointment of Mr. Subodh Kumar, IAS (Retd), as Executive Vice Chairman of the Company for a period of 3 years with effect from February 1, 2014 and the remuneration payable to Mr. Subodh Kumar, IAS (Retd) as Executive Vice-Chairman of the Company is as detailed herein:

a) **Salary:** Rs. 15,44,383 (comprising of Basic Salary of Rs. 10,50,000 and Personal Allowance of Rs. 4,94,383) per month in the scale of Rs. 15,00,000 to Rs. 30,00,000 per month, with the authority to the Board of Directors to determine any merit based increase from time to time within the said scale.

b) **Performance Bonus / Incentive:** Annual Performance Bonus / Incentive as may be approved by the Board based on the performance criteria laid down by the Company.

c) **Perquisites & Allowances:** In addition to the Salary & Performance Bonus / Incentive, Mr. Subodh Kumar shall be entitled to following perquisites and allowances:

   i. Company leased accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of Basic Salary as per rules of the Company.

   ii. Leave Travel Allowance (subject to maximum of 10% of Basic Salary)

   iii. Medical Reimbursements, Club Fees, Personnel Accident & Medical Insurance, use of chauffeur driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company.

   Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

Profile

Mr Subodh Kumar, IAS (Retd) had one of the most illustrious careers in Indian Administrative Service, spanning 35 years, heading various key government agencies with stellar integrity and transparency. Mr Subodh Kumar, a 1977 batch IAS officer was Municipal Commissioner of Greater Mumbai Municipal Corporation as his last assignment and he has earlier served in the Department of Telecommunication, Ministry of Industry and Ministry of Textile in the Government of India. Mr. Subodh Kumar has also served as Commissioner of Sales Tax, Commissioner of State Excise as well as Principal Secretary - Finance Department in the Government of Maharashtra. Mr Kumar holds M.Sc in Physics and several diplomas and management certificates from IIM-A, IIM-B, IIM-C, Harvard Business School, IDS Sussex, IMF amongst other Ivy League institutions.

Apart from the Company, Mr. Subodh Kumar currently holds directorship in Zee Learn Limited, Siti Cable Network Limited, Essel Infraprojects Limited, Essel Utilities Distribution Company Limited, Essel Finance Portfolio Managers Private Limited and is a designated partner in Essel Finance Advisors and Managers LLP. Currently Mr. Subodh Kumar does not hold any Equity shares of the Company.

Memorandum of Interest or Concern

Mr. Subodh Kumar is an independent professional and does not have any interest directly or in-directly in the Capital of the Company nor is he related to any other Director or Promoter of the Company. None of the Directors of the Company, except Mr. Subodh Kumar are in any way concerned or interested in the appointment.

A copy of the resolution passed by the Board of Directors at the Meeting held on January 22, 2014 is available for inspection at the Registered Office of the Company during business hours on all working days.

By Order of the Board
For Zee Entertainment Enterprises Limited

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Date : February 3, 2014
Place : Mumbai

अन्तर्देशीय पत्र कार्ड **INLAND LETTER CARD**

Second Fold दुसरा मोड

भेजनेवालेका नाम और पता **SENDER'S NAME AND ADDRESS**

If undelivered, please return to :
SHAREPRO SERIVCES (INDIA) PVT. LTD.
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13AB, Samhita Warehousing Complex, 2nd Floor
Sakinaka Telephone Exchange Lane, off Andheri - Kurla Road,
Sakinaka, Andheri - (E), Mumbai - 400 072. (India)

NO ENCLOSURE ALLOWED

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