



October 28, 2025

To,
The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai - 400 001
BSE Scrip Code Equity: 505537

The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051
NSE Symbol: ZEEL EQ

Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Further to our disclosures dated October 16, 2025, we enclose herewith Postal Ballot Notice ('Notice') to seek approval of the Shareholders for the appointment of Mr. R Gopalan (DIN: 01624555) as Non-Executive, Non-Independent Director of the Company, upon completion of his second term as Independent Director on November 24, 2025.

In Compliance with the provisions of General Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time, the latest being Circular No. 03/2025 dated September 22, 2025, Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 24, 2025 ('Cutoff date'), seeking their approval as set out in the Notice.

The Company has obtained the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its members. The remote e-voting period commences on Thursday, October 30, 2025, from 9.00 a.m. (IST) and ends on Friday, November 28, 2025, at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL thereafter. The results of the Postal Ballot will be announced on or before Saturday, November 29, 2025.

The Notice is also being made available on the website of the Company at www.zee.com and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

Thanking you,
Yours faithfully,
For Zee Entertainment Enterprises Limited

Ashish Agarwal
Company Secretary
FCS6669

Encl: As above

Zee Entertainment Enterprises Limited

Regd Office: 18th floor, A-Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India

D: +91 22 7106 1234 | CIN: L92132MH1982PLC028767 | W: www.zee.com



ZEE ENTERTAINMENT ENTERPRISES LIMITED
Corporate Identification Number: L92132MH1982PLC028767
Registered Office: 18th Floor, 'A' Wing, Marathon Futurex, NM Joshi Marg,
Lower Parel, Mumbai – 400013
Tel: +91 22 7106 1234
Email: shareservice@zee.com; Website: www.zee.com

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 03/2025 dated September 22, 2025, by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars') and other applicable laws, each as amended, to transact the special business as set out hereunder by passing resolution by way of remote electronic voting ('remote e-voting') only.

Pursuant to Section 102 and 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the proposed resolution setting out the material facts and the rationale thereof forms part of this Postal Ballot Notice ('Notice').

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, the Company's Registrar and Transfer Agent (RTA) i.e. MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company, its RTA or the Depositories, please follow the process provided in the Notes to receive this Notice.

In accordance with Section 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the NSDL, an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Notice.

The Board of Directors of the Company has appointed Ms. Vinita Nair (Membership No.: F10559), Joint Managing Partner, M/s. Vinod Kothari & Company, Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	Thursday, October 30, 2025, at 9.00 a.m. (IST)
Conclusion of remote e-voting period	Friday, November 28, 2025, at 5.00 p.m. (IST)

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Friday, November 28, 2025. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit her Report to the Chairman of the Company ('Chairman') or any other person authorised by the Chairman, and the result of the voting by Postal Ballot will be announced on or before Saturday, November 29, 2025. The result declared along with the Scrutinizer's Report shall be communicated in the manner as provided in this Postal Ballot notice.



RESOLUTION:

- 1. Appointment of Mr. R Gopalan (DIN 01624555) as a Non-Executive, Non-Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 and other relevant rules, if any made thereunder and Regulation 17 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the approval of the Ministry of Information and Broadcasting, Mr. R Gopalan (DIN: 01624555) who has been serving as Non - Executive, Independent Director of the Company and whose second term is due to expire on November 24, 2025, the Board based on the recommendation of Nomination & Remuneration Committee has approved his appointment as an Additional Director (Non-Executive, Non-Independent) of the Company w.e.f. November 25, 2025 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

By Order of the Board
For Zee Entertainment Enterprises Limited

Sd/-
Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: October 16, 2025

Registered Office:

18th Floor, A Wing, Marathon Futurex
N. M. Joshi Marg, Lower Parel
Mumbai - 400 013
CIN: L92132MH1982PLC028767
Email: shareservice@zee.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Act read with the Rules, in respect of the business to be transacted as mentioned in the Notice and relevant details of the Director as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards (“SS”) - 2 is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder, MCA Circulars, the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, October 24, 2025. Members may note that this Notice will also be available on the Company’s website at www.zee.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.



3. Relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode on the website of the Company.
4. **Process and manner for voting through remote e-voting:**
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended) MCA and SEBI Circulars, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
 - ii. The remote e-voting period begins on Thursday, October 30, 2025, at 9:00 a.m. (IST) and ends on Friday, November 28, 2025, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on Friday, October 24, 2025('Cut-off date'), may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
 - iii. Voting rights through e-voting cannot be exercised by a proxy.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on

	<p>company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vinita@vinodkothari.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shareservice@zee.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shareservice@zee.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/ members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions

1. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit her Report to the Chairman of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced on or before Saturday, November 29, 2025.



The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.zee.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously submit the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

2. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Friday, November 28, 2025.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE ACT

ITEM NO. 1

APPOINTMENT OF MR. R GOPALAN (DIN: 01624555) AS A NON - EXECUTIVE, NON - INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. R. Gopalan was appointed as a Non - Executive, Independent Director of the Company on November 25, 2019, for a period of three years and was reappointed for the second term of three years in the 40th Annual General Meeting held on September 30, 2022, and has since been serving in this capacity. His current term is set to expire on November 24, 2025. He has also held the position of Chairman of the Board for the last 6 years.

Mr. Gopalan holds a Master's degree in Public Administration & Management from Harvard University, an MA in Economics from Boston University and a Bachelor's degree in Chemistry from Madras University. He has a rich experience on economic issues with long innings in the Finance Ministry and Ministry of Commerce & Industries

As an Officer of the Indian Administrative Services (IAS), Mr. Gopalan held several key positions including *inter-alia*:

- Member, Public Enterprises Selection Board;
- Secretary, Department of Economic Affairs;
- Secretary, Department of Financial Services;
- Special Secretary and Joint Secretary Ministry of Commerce and Industries;
- Chairman and Managing Director Tamilnadu Industrial Development Corporation;
- Chairman and Managing Director Tamilnadu Newsprints and Papers Limited;
- Managing Director Tidel Parks Limited;
- Managing Director Tamilnadu Agro Industries Corporation Limited;
- Director, Department of Chemicals & Petrochemicals.

During his career span of over 40 years, Mr. R. Gopalan has gained rich experience in establishing and managing a Venture Capital Fund; Infrastructure financing, Managing Financial Institutions, Creating Institutions & Corporates, leading Indian negotiation team in WTO, formulating economic and commercial policies etc. He also served on the board of RBI and LIC and was an Alternate Director for India in World Bank and Asian Development Bank

In recognition of his valuable insights as an Independent Director and considering his deep knowledge, acumen, expertise, experience and substantial contributions to the Company, the Board of Directors in its meeting held on October 16, 2025, on the recommendation of the Nomination & Remuneration Committee, has decided to appoint him as an Additional Director (Non-Executive, Non Independent category) of the Company w.e.f. November 25, 2025 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of section 161 of the Act

Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") mandates listed entities to ensure approval of shareholders for the appointment of a person on the Board of Directors is obtained at the next general meeting or within a period of 3 (three)



months from the date of appointment, whichever is earlier. Further, in case the appointment is subject to approval of regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded for the purposes of this clause.

As the Company operates in the media and entertainment sector, it is governed by the Ministry of Information & Broadcasting (MIB). The Company had already obtained the requisite approval from MIB for the appointment of Mr. R Gopalan as Director of the Company, when he was initially appointed as an Independent Director in November 2019. Accordingly, no further approval from MIB is required for his current appointment.

Regulation 17(1A) of SEBI Listing Regulations mandates that the continuation of a Non-Executive Director who has attained the age of 75 years must be approved by shareholders through a special resolution, accompanied by an explanatory statement justifying the appointment. Mr. Gopalan will attain the age of 75 in April 2027. Accordingly, the Company will approach the shareholders with a special resolution and seek their approval for his continuation before he attains that age.

In view of the aforesaid, it is proposed to seek approval of shareholders of the Company by way of an Ordinary Resolution through Postal Ballot for the appointment of Mr. R Gopalan (DIN: 01624555) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

The detailed profile and skillset of Mr. R Gopalan in terms of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on the General Meeting ('SS-2') issued by the Institute of Company Secretaries of India forms part of the Annexure to the Notice.

The members may also note that the requisite consent to act as a Director has been received from Mr. R Gopalan in terms of Section 152 of the Act along with the confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Additionally, the Company has also received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company. Further, the Company has also received confirmation from Mr. Gopalan that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. R. Gopalan will be entitled to remuneration by way of sitting fees for attending meetings of the Board and/or Committees, reimbursement of expenses for participating in the Board and committee meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Accordingly, the Board of Directors of the Company recommends the Ordinary Resolution set out in Item No 1 of the Postal Ballot notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. R Gopalan, whose appointment is proposed in this resolution are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

By Order of the Board
for Zee Entertainment Enterprises Limited

Sd/-
Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: October 16, 2025

Registered Office:
18th Floor, A Wing, Marathon Futurex
N. M. Joshi Marg, Lower Parel
Mumbai 400 013
CIN: L92132MH1982PLC028767
Email: shareservice@zee.com



Annexure to the Postal Ballot Notice dated October 16, 2025

Details of Directors seeking appointment (pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Mr. R Gopalan (DIN: 01624555)	
Age	73 years
Experience	Over 40 years
Qualifications	<ul style="list-style-type: none">- Master of Public Administration & Management from Harvard University;- MA in Economics from Boston University; and- Bachelor's in Chemistry from Madras University
Brief Resume (including expertise in specific functional areas)	<p>Mr. R. Gopalan holds a degree in Master of Public Administration & Management from Harvard University, MA in Economics from Boston University and Bachelor's in Chemistry from Madras University. He has a rich experience in economic issues with long innings in the Finance Ministry and Ministry of Commerce & Industries. He has served as Secretary, Department of Economic Affairs, Department of Financial Services in the Ministry of Finance. As Secretary, he was responsible for monitoring the performance of SEBI, IRDA, PFRDA.</p> <p>As an officer of Indian Administrative Service (IAS) Mr. R. Gopalan has held various responsible positions including inter alia as Member of Public Enterprise Selection Board; Special Secretary and Joint Secretary in the Ministry of Commerce and Industries; CMD Tamilnadu Industrial Development Corporation; CMD Tamilnadu News Prints and Papers Ltd., MD Tidel Parks Ltd., MD Tamilnadu Agro Industries Corporation Limited, Director Department of Chemicals & Petrochemicals etc.</p> <p>He also served on the board of RBI and LIC. He was an Alternate Director for India in World Bank and Asian Development Bank.</p> <p>During his career span of over 40 years, Mr. R. Gopalan has gained rich experience in establishing and managing a venture capital fund; infrastructure financing; managing financial institutions, creating institutions & corporates, leading Indian negotiations team in WTO, formulating economic and commercial policies both in Government of India and Government of Tamilnadu.</p>
Terms and conditions of appointment	To be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.
Remuneration last drawn from the Company	Rs. 12.44 million during FY 24-25 (includes sitting fees and commission)
Remuneration proposed to be paid	Sitting fees and Commission in accordance with provisions of applicable laws
Date of First appointment on the Board	November 25, 2019 - 1 st Term as Independent Director November 25, 2022 - 2 nd Term as Independent Director
Shareholding in the Company (including shareholding as beneficial owner as on the date of this notice)	1,000 Equity Shares
Relationship with other directors / Manager / Key Managerial Personnel of the Company	Nil



Number of meetings of the Board attended from during FY 2025-26. (Till date in FY 2025-26)	Attended 8 out of 8 Board meetings held till date in FY 25-26
Directorship held in other companies as on the date of this Notice.	Public Companies <ul style="list-style-type: none">- Sundaram-Clayton Limited (Listed)- TVS Holdings Limited (Listed)- Vedanta Limited (Listed)- New Delhi Centre for Sight Limited- TVS Credit Services Limited- MB Power (Madhya Pradesh) Limited Private Companies <ul style="list-style-type: none">- ANA ARC Private Limited- U Games Private Limited- Play Games 24X7 Private Limited
Membership/ Chairmanship held in committees of other Public companies as on the date of this Notice.	Sundaram Clayton Limited <ul style="list-style-type: none">- Audit Committee - Chairman- Stakeholders Relationship Committee - Member TVS Credit Services Limited <ul style="list-style-type: none">- Audit Committee - Chairman- Stakeholders Relationship Committee - Member MB Power (Madhya Pradesh) Limited <ul style="list-style-type: none">- Audit Committee - Member New Delhi Centre for Sight Limited <ul style="list-style-type: none">- Audit Committee - Member TVS Holdings Limited <ul style="list-style-type: none">- Audit Committee - Member Vedanta Limited <ul style="list-style-type: none">- Stakeholders Relationship Committee - Member
Listed entities from which Mr. R Gopalan has resigned in the past three years	TVS Motor Company Limited

By Order of the Board
for Zee Entertainment Enterprises Limited

Sd/-
Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: October 16, 2025

Registered Office:
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