# NOTICE

**Notice** is hereby given that the Thirty Fourth 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 Tuesday, the 26th day of July 2016, 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 on a standalone and consolidated basis, for the financial year ended March 31, 2016 including the Balance Sheet as at March 31, 2016, 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 the Dividend paid on the Preference Shares of the Company for the financial year/period ended March 31, 2016.

3. To declare Dividend of ₹ 2.25 per Equity share for the financial year ended March 31, 2016.

4. To appoint a Director in place of Dr Subhash Chandra (DIN 00031458), who retires by rotation, and being eligible, offers himself for reappointment.

5. To re-appoint M/s MGB & Co. LLP, Chartered Accountants, Mumbai, having Firm Registration No. 101169W/W-100035, as the Statutory Auditors of the Company to carry out the Statutory Audit for the Financial Year 2016-17, at a 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 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, Mr Adesh Kumar Gupta (DIN 00020403) who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 30, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) 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 to the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the period up to December 29, 2018."

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 Section 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, Prof (Mr) Sunil Sharma (DIN 06781655), who holds the office of Independent Director of the Company until January 21, 2017 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 January 22, 2017 until January 21, 2020."

8. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.**
   "Resolved that pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, Prof (Mrs) Neharika Vohra (DIN 06808439) who holds the office of Independent Director of the Company until March 11, 2017 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her 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 March 12, 2017 until March 11, 2020."

9. **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 on August 18, 2009 and pursuant to Section 94 of the Companies Act, 2013 (Áct') 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 of the Company's Registrar and Share Transfer Agents M/s Link Intime India Private Ltd., at C -13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400078, instead of the Registered Office of the Company."

Equity Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid on or after August 1, 2016, 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. July 22, 2016 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business day on July 22, 2016.

By Order of the Board

**M Lakshminarayanan**
Chief Compliance Officer & Company Secretary

Place: Mumbai
Date: May 27, 2016

Registered Office:
18th floor, A Wing, Marathon Futurex
N M Joshi Marg, Lower Parel
Mumbai 400 013
CIN: L92132MH1982PLC028767
Email: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. 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.

3. 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.

4. 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 appointment of Mr Adesh Kumar Gupta and the re-appointment of Prof (Mr) Sunil Sharma & Prof (Mrs) Neharika Vohra as Independent Directors not liable to retire by rotation, the Board of Directors have reviewed the declarations made by them confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that they fulfill the conditions specified in the Act and the rules made there under and are independent of the management of the Company.

5. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2016, 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 at email id shareservice@zee.esselgroup.com

6. Equity Dividend for the financial year ended March 31, 2009, declared by the Company & erstwhile ETC Networks Ltd (now merged with the Company) which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') in October 2016.

   Members, who have not encashed their dividend warrants, issued by the Company and/or ETC Networks Ltd, for the financial year ended March 31, 2009 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agent. Members are advised that in terms of provisions of Section 125 of the Companies Act, 2013, any person whose unclaimed dividend is transferred to IEPF, shall be entitled to get refund out of the fund in accordance with rules made under Section 125 of Companies Act, 2013.

7. Electronic Copy of the Annual Report for 2015-16 is being sent to all the Members whose email IDs are registered with the Company / Depository Participants(s) for communication. For Members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.zeetelevision.com.

8. The Company has appointed M/s Link Intime India Private Limited, Mumbai as the Registrar and Share Transfer Agents with effect from June 16, 2016. 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 new Registrar and Share Transfer Agent, M/s Link Intime India Private Ltd at C -13 Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400078. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.

9. **E-voting**

   In compliance with Section 108 of the Companies Act, 2013 and 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 at the 34th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an 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 as detailed in this notice.

   The remote e-voting period for all items of business contained in this Notice shall commence from Friday the 22nd day of July 2016 at 9.00 a.m. and will end on Monday, the 25th day of July 2016 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of July 20, 2016, 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.

10. The facility for voting by way of Ballot / Poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

11. 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.

12. The voting rights of Members either by way of 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 20, 2016.

13. At the Annual General Meeting the Chairman of the meeting shall after discussion 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.

14. The Company has appointed Mrs Vinita Nair, Partner, M/s Vinod Kothari & Co., Practicing Company Secretaries as Scrutinizer 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.

# NOTICE (CONTD.)

15. The Scrutinizer shall, after the conclusion of voting at the general meeting, 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 Annual General Meeting, a consolidated scrutinizer's report of the total votes cast to the Non-Executive Chairman or Non-Executive Vice-Chairman, who shall countersign the same and declare the results of the voting forthwith.

16. 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.

17. The instructions and process for e-voting are as under:
    A. Members whose shareholding is in dematerialised form and whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing their User ID and Password:

        (i) Open email 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 the following 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 authorized signatory(ies) who are authorized to vote, to the Company and Scrutinizer through e-mail to shareservice@zee.esselgroup.com and vinita@vinodkothari.com with a copy marked to evoting@nsdl.co.in

    B. For Members holding shares in dematerialised form whose email IDs are not registered with the Company/Depository Participants and Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:

        (i) Initial password is being provided separately as a part of this Annual Report

        (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

    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 20, 2016, 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**

Based on the recommendation of Nomination & Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mr Adesh Kumar Gupta as an Additional Director of the Company, in the category of Independent Directors with effect from December 30, 2015. Pursuant to Section 161(1) of the Companies Act 2013, Mr Adesh Kumar Gupta holds office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mr Adesh Kumar Gupta as Director of the Company and requisite consent has been received from Mr Adesh Kumar Gupta pursuant to provisions of Section 152 of the Companies Act 2013. In the opinion of the Board, Mr Adesh Kumar Gupta who is proposed to be appointed as an Independent Director of the Company for the period of 3 years up to December 29, 2018 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 Adesh Kumar Gupta forms part of the Corporate Governance Report.

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, except Mr Adesh Kumar Gupta (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

**Item no. 7 & 8**

At the 32nd Annual General Meeting held on July 18, 2014, Members of the Company had approved appointment of Prof (Mr) Sunil Sharma and Prof (Mrs) Neharika Vohra, as Independent Directors of the Company not liable to retire by rotation. The current term of the said appointment of Prof (Mr) Sunil Sharma and Prof (Mrs) Neharika Vohra as Independent Directors of the Company shall expire on January 21, 2017 and March 11, 2017 respectively. As per Section 149(10) of the Act 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 Independent Directors will expire before the next Annual General Meeting scheduled in 2017, your Board, based on the performance evaluation and after reviewing confirmation of independence received from these Directors, recommends the re-appointment of Prof (Mr) Sunil Sharma and Prof (Mrs) Neharika Vohra for a second term of 3 years commencing from the respective date(s) of expiry of their current term of appointment as Independent Director i.e. from January 22, 2017 and March 12, 2017 respectively. Appropriate notice has been received from member(s) proposing appointment of Prof (Mr) Sunil Sharma and Prof (Mrs) Neharika Vohra as Independent Directors of the Company and requisite consent has been received from the said Directors pursuant to provisions of Section 152 of the Companies Act 2013.

In the opinion of the Board, Prof (Mr) Sunil Sharma and Prof (Mrs) Neharika Vohra who are proposed to be appointed for the second term as Independent Directors of the Company for a period of 3 years up to January 21, 2020 and March 11, 2020 respectively, fulfil the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and are Independent of the management.

Brief Profile and other details of Prof (Mr) Sunil Sharma and Prof (Mrs) Neharika Vohra forms part of the Corporate Governance Report.

Your Board recommends the Special resolution(s) as set out in Item No 7 & 8 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Prof (Mr) Sunil Sharma and Prof (Mrs) Neharika Vohra (whose appointments are proposed in these resolutions) are in any way concerned or interested in the resolution.

**Item no. 9**

Your company has appointed M/s Link Intime India Private Limited as the Registrar & Share Transfer Agents ('R&T agent') effective from June 16, 2016 for providing services relating to transfer, transmission etc of Equity Shares and Preference Shares of the Company replacing the earlier R& T Agent M/s Sharepro Services (India) Pvt Ltd. Since the R&T agent has been charged with the duty *inter alia* of maintaining and updating the Register & Index of Members / Preference Shareholders and Share Transfer Register and other particulars, including Annual Returns and annexure thereto, it will be convenient for them to maintain if these are located at their office at C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400 078, rather than at the Registered office of the Company.

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 is being 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. 9 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 27, 2016

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