January 25, 2016

BSE Limited
National Stock Exchange of India Limited

Kind Attn : Corporate Relationship Department

Dear Sirs,

Sub : Postal Ballot Notice

This is to inform you that today, on January 25 2016, the Company has completed despatch of Postal Ballot Notice seeking approval of :

i. Unrelated Equity Shareholders (i.e. shareholders other than those forming part of Promoter /Promoter Group) by passing an Ordinary Resolution for appointment of Mr Amit Goenka – a Related Party to an Office of Place of Profit in an overseas subsidiary of the Company; and

ii. All the Equity Shareholders of the Company by passing a Special Resolution authorizing the Board under Section 180(1)(a) of the Companies Act, 2013, to facilitate creation of charge on any assets / undertakings of the Company to secure any current and/or future borrowings .

We hereby enclose a copy of the Postal Ballot Notice sent to the Equity Shareholders of the Company for your information and records.

For Zee Entertainment Enterprises Limited

Zee Entertainment Enterprises Limited Mumbai

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Encl : As above

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM
THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED

Registered Office: 18th Floor - A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400013
Tel. 022 – 71061234 **Fax.** 022 - 2300 2107 **Website** – www.zeetelevision.com

Postal Ballot Notice

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

Dear Equity Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 and other applicable laws and regulations, that consent and approval of the Equity Shareholders of the Company is sought by way of postal ballot / electronic voting to the following:

i. Ordinary Resolution for consideration by unrelated Equity Shareholders (i.e. shareholders other than those forming part of Promoter /Promoter Group) for appointment of Mr Amit Goenka – a Related Party to an Office of Place of Profit in an overseas subsidiary of the Company; and

ii. Special Resolution for consideration by all the Equity Shareholders of the Company to authorise the Board under Section 180(1)(a) of the Companies Act, 2013, to facilitate creation of charge on any assets / undertakings of the Company to secure any current and/ or future borrowings.

The Company has appointed FCS Satish K Shah, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Postal Ballot Form in the enclosed Business reply envelope, postage whereof will be borne and paid by the Company. Postal Ballot Form, if sent by courier/registered post/speed post/hand-delivery at the expense of the shareholder will also be accepted. Duly completed Postal Ballot Form(s) should reach the Scrutinizer at the Registered Office of the Company at 18th Floor - A wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400 013, on or before 6.00 p.m. on Wednesday, the 24th day of February, 2016, the last date for receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date will be considered as invalid.

The Company is pleased to offer Electronic Voting ('e-voting') facility established by National Securities Depository Limited, as an alternative which would enable equity shareholders to cast votes electronically, instead of sending physical postal ballot form. E-voting is optional. Equity Shareholders may refer to instructions relating to e-voting detailed in this notice.

Upon completion of the scrutiny of the Postal Ballot Forms and e-voting by the shareholders, the Scrutinizer will submit his report to the Company and the results of the voting will be announced on Friday the 26th day of February, 2016, at the Registered Office of the Company. The results of the voting will also be displayed on the Company's website **www.zeetelevision.com** besides sending appropriate communications to BSE Limited and National Stock Exchange of India Limited.

The date of declaration of the results i.e. Friday the 26th day of February, 2016, shall be the date on which the resolutions, as mentioned herein, would be deemed to have been passed by the Equity Shareholders, if approved by requisite majority.

Proposed Resolutions

Item No. 1:

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable laws and regulations, Mr Amit Goenka, a Related Party under Section 2(76) of the Act, be appointed to the Office of Place of Profit as Chief Executive Officer of Asia Today Ltd, Mauritius (earlier known as Zee Multimedia (Maurice) Ltd), a wholly owned overseas subsidiary of the Company, for a period of 3 years from March 1, 2016 at such remuneration as set out in the explanatory statement annexed to this Notice and such increase in the said remuneration during the period of such appointment as may be permissible and approved by Asia Today Limited, Mauritius and approved by the Board of Directors (hereinafter referred to as 'the Board' which term shall mean and include any Board Committee) of the Company, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept, approve and take note of any modifications and/or alterations to terms and conditions of appointment of Mr Amit Goenka, from time to time."

Item No. 2:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on October 25, 1999 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall mean and include any Committee constituted by the Board) to create mortgage and/or charge all or any part of assets, undertaking(s), movable/immovable properties of the Company of every nature wheresoever situate both present and future (together with power to take over the management of the business and/or concern of the Company in certain events), to or in favour of Banks, Financial Institutions or any other lenders or debenture trustees to secure any amount(s) which may be borrowed by the Company from time to time including the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things including execution of any documents, confirmations and undertakings as may be requisite to give effect to the above resolution."

By order of the Board

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Place: Mumbai
Date : January 15, 2016
Registered Office:
18th Floor - A Wing, Marathon Futurex , N M Joshi Marg, Lower Parel, Mumbai 400013
Email: shareservice@zee.esselgroup.com
CIN: L92132MH1982PLC028767

Notes:

1. Explanatory Statement in respect of the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended herein below.
2. The Postal Ballot Notice is being sent to the Equity Shareholders whose names appear on the Register of Members / Record of Depositories as at the close of business on Friday the 15th day of January, 2016. The Postal Ballot Notice is being sent by email to the Members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email addresses are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self- addressed Business Reply Envelope. The Postal Ballot Notice may also be accessed on Company's Website **www.zeetelevision.com**
3. Equity Shareholders whose names appear on the Register of Members / Records of Depositories as at the close of business on Friday, the 15th day of January, 2016, will be considered for the purpose of voting / e-voting.
4. Voting period will commence on and from Tuesday the 26th day of January, 2016, at 10.00 a.m. and end on Wednesday the 24th day of February, 2016 at 6.00 p.m.
5. Equity Shareholders can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case any shareholder cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. Equity Shareholder who has received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a shareholder is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an email to **shareservice@zee.esselgroup.com**. The Registrar and Share Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the shareholder.
7. In compliance with Section 108 to 110 of the Companies Act, 2013 and the Rules made thereunder along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting facility provided by National Security Depository Limited (NSDL). The instructions for electronic voting are given elsewhere in this Notice.
8. Shareholders desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Notice and Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 6.00 p.m. on Wednesday the 24th day of February, 2016. The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier/ registered/speed post/hand-delivery at the expense of the shareholder will also be accepted. Postal Ballot Forms received after the aforesaid date and time will be considered as if no reply has been received from the shareholder.
9. After completion of scrutiny of votes cast either electronically or on postal ballot, the Scrutinizer will submit his report to the Chairman and results of the voting shall be announced by the Chairman or the Managing Director of the Company on Friday the 26th day of February, 2016, at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, **www.zeetelevision.com** besides being sent to the Stock Exchanges on the said date.

10. The date of declaration of results of the Postal Ballot i.e. Friday the 26th day of February, 2016 shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.

11. Instructions and process for E-voting are as under:

    A. Shareholders whose shareholding is in dematerialised form and whose email address is registered with the Company / Depository Participant(s) will receive an email from NSDL informing the 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 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/JPG 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 Scrutinizer through email to **satshah@gmail.com** with a copy marked to **evoting@nsdl.co.in** and **shareservice@zee.esselgroup.com**

    B. For Members holding shares in dematerialised form whose email addresses are not registered with the Company / Depository Participant(s) and Members holding shares in physical form as well as those members who have requested for a physical copy of the Notice, it may be noted that the initial User ID and Password is being provided in the Postal Ballot Form. Such members are requested to follow all steps from Sl. No. (ii) to (xii) above to cast vote.

        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 toll free no. 1800-222-990.

    C. 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.

    D. You can also update your mobile number and email 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. 1

The International Broadcasting Business of the Company constituting approximately 17.4% of the consolidated revenue, comprises of content creation, broadcasting and distribution of 37(thirty-seven) television channels in overseas territories including 5(five) Sports channels, are managed by direct and in-direct overseas subsidiaries of the Company. To facilitate clear strategic alignment for accelerating decision making and more focused growth of International Broadcasting Business, the Board had approved consolidation of general entertainment broadcasting channels in various international territories under Asia Today Limited, Mauritius (erstwhile Zee Multimedia (Maurice) Limited) a step-down wholly owned overseas subsidiary of the Company. Further, to provide focused attention on the operations of these channels, at the meeting held on October 14, 2015 the Board of Directors of the Company had in-principle approved the appointment of Mr Amit Goenka, son of Dr Subhash Chandra as Chief Executive Officer of International Broadcasting Business and as a Director of Asia Today Limited, Mauritius on the following terms:

(1) Tenure

The appointment of Mr Amit Goenka as Chief Executive Officer of International Broadcasting Business and as a Director of Asia Today Limited, Mauritius shall be for a period of 3 years with effect from March 1, 2016.

(2) Remuneration

a) Salary: Mr Amit Goenka shall be eligible for annual salary of USD 540,000 (equivalent to INR 35,000,000/- based on current

exchange rate), with the authority to the Board of Asia Today Limited to determine any merit based increase in the salary from time to time as applicable to other executives of the Company. Provided that the annual salary payable to Mr Amit Goenka during the tenure shall not exceed USD 700,000.

b) **Performance Bonus / Incentive:** In addition to salary, Mr Amit Goenka would be entitled to Annual Performance Bonus / Incentive as may be approved by the Board of Asia Today Limited based on the pre-defined performance criteria from time to time.

c) **Perquisites & Allowances:** In addition to the Salary & Performance Bonus / Incentive, Mr Amit Goenka shall be entitled to such perquisites as per the policy of Asia Today Limited.

Brief Profile:

Mr Amit Goenka, an experienced professional has been associated with Essel Group managing its technology businesses including Cyquator Technologies Limited - a Company engaged in web hosting and e-solution space, Playwin – India's first online lottery etc. Apart from technology led businesses of Essel Group, Mr Goenka has been involved in operations of Shirpur Gold Refinery Limited and Essel Utilities – an entity engaged in power distribution.

Other details in connection with said related party transactions are as mentioned herein:

Name of Related Party	:	Mr Amit Goenka
Name of Interested Director / Key Managerial Personnel & Nature of relationship	:	Dr Subhash Chandra – Father of related party Mr Punit Goenka – Brother of related party
Brief terms of arrangement	:	Appointment of Mr Amit Goenka as a CEO & Director of Asia Today Limited, Mauritius a wholly owned overseas subsidiary of the Company on the terms and remuneration as detailed above.
Other relevant information	:	Not applicable

Since Mr Amit Goenka, being son of Dr Subhash Chandra, Non-Executive Chairman and brother of Mr Punit Goenka, Managing Director & CEO of the Company, is a related party as per Section 2(76) of the Companies Act, 2013, his proposed appointment to the Office of Place of Profit in the subsidiary of the Company shall be subject to prior approval of unrelated equity shareholders as per Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014. Accordingly all related parties of the Company including Promoters and entities forming part of promoter group shall not vote on this resolution.

Considering experience and expertise of Mr Amit Goenka in managing technology led businesses of the Group and contribution of technology in future expansion of Digital business worldwide, your Board recommends the Ordinary Resolution as set out in Item No. 1 of the Postal Ballot Notice for approval of unrelated equity shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Dr Subhash Chandra, Chairman and Mr Punit Goenka, Managing Director and CEO being related to Mr Amit Goenka, are concerned or interested in the said Ordinary Resolution.

Item No. 2

In compliance with Section 293(1)(a) of the Companies Act, 1956, Members of the Company had on October 25, 1999 authorised the Board of Directors to create charge / mortgage assets including undertakings of the Company to secure the borrowings. Consequent to repeal of Section 293(1)(a) of the Companies Act, 1956 and the provisions of Section 180(1) (a) of the Companies Act, 2013 coming into effect from September 12, 2013 and in accordance with clarification issued by Ministry of Corporate Affairs vide circular no. 04/2014 dated March 25, 2014, the Ordinary Resolution passed by the Members on October 25, 1999 was valid only till September 11, 2014.

Though currently your company is debt free, Members' approval by way of Special Resolution in accordance with Section 180(1)(a) of the Companies Act, 2013 is being sought to facilitate creation of charge on any assets / undertakings of the Company, if required, for securing any future borrowings from time to time.

Your Board recommends the Special Resolution as set out in Item No. 2 of the Postal Ballot Notice for approval of the shareholders.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this resolution.

By order of the Board

Place: Mumbai
Date : January 15, 2016

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Registered Office:
18th Floor - A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400013
Email: shareservice@zee.esselgroup.com
CIN: L92132MH1982PLC028767