February 26, 2016

BSE Limited
National Stock Exchange of India Limited

Kind Attn. Manager – Corporate Relationship

Dear Sir,

Sub: Declaration of results - Postal Ballot Notice dated January 15, 2016 seeking approval of Equity Shareholders

This is further to our letter dated January 25, 2016, in respect of Postal Ballot Notice sent to all equity shareholders of the Company seeking approval of :

i. Unrelated Equity Shareholders (i.e. shareholders other than those forming part of Promoter /Promoter Group) by passing an Ordinary Resolution under Section 188 of the Companies Act, 2013 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 under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board to create charge on assets / undertakings of the Company to secure any current and/or future borrowings.

The Postal Ballot / E-voting process commenced from Tuesday, January 26, 2016 at 10.00 a.m. and ended on Wednesday, February 24, 2016 at 6.00 p.m.

Mr Satish K Shah, Practising Company Secretary who was appointed as Scrutiniser to scrutinize and report on Postal Ballot / E-voting by equity shareholders, had issued his report on February 25, 2016 and based on the said Scrutinizer's report, the Managing Director & CEO of the Company has today i.e. on February 26, 2016, declared that

1. the **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, **has been approved** by unrelated Equity shareholders (i.e. shareholders other than those forming part of Promoter /Promoter Group) **with requisite majority.**

Zee Entertainment Enterprises Limited Mumbai

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM
THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Regd. Office : 18th Floor, A Wing, Marathon Futurex, N.M.Joshi Marg, Lower Parel, Mumbai - 400 013. India.
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www.zeetelevision.com | CIN : L92132MH1982PLC028767

2. the **Special Resolution**, under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board to create charge on assets / undertakings of the Company to secure any current and/or future borrowings **has not been approved** by Equity shareholders.

Particulars of votes cast in favor of and against the said resolutions under the Postal Ballot /E-voting process is detailed hereunder.

Resolution(s) proposed	**% Of Votes Cast**	
	In favor of resolution	**Against the resolution**
Ordinary Resolution under Section 188 of the Companies Act, 2013 for appointment of Mr Amit Goenka – a Related Party, to an Office of Place of Profit in an overseas subsidiary of the Company	99.36	0.64
Special Resolution 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	66.77	33.23

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we send herewith a report on the details of voting issued by M/s Sharepro Services (India) Pvt Ltd (Registrar & Share Transfer agent of the Company) along with Scrutinizers' report dated February 25, 2016 issued by Mr Satish K Shah, Practising Company Secretary for your information and record.

Kindly acknowledge receipt.

Yours faithfully,
For **Zee Entertainment Enterprises Limited**

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Encl: 1) Report from M/s Sharepro Services (India) Pvt Ltd
2) Report from Mr. Satish Shah, Scrutinizer

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AGENDA - WISE DISCLOSURE:

Resolution required: I	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. : 1	Ordinary Resolution							
Promoter and Promoter Group	E-voting	413670212	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	413670212	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public – Institutions	E-voting	496819056	377498667	75.98	375057822	2440845	99.36	0.64
	Postal Ballot (if applicable)		1235207	0.25	1235207	0	100.00	0.0
	Total	496819056	378733874	76.23	376293029	2440845	99.36	0.64
Public – Non Institutions	E-voting	49959452	6159134	12.33	6156851	2283	99.96	0.04
	Postal Ballot (if applicable)		37761	0.08	31713	6048	83.98	16.02
	Total	49959452	6196895	12.40	6188564	8331	99.87	0.13
Total		**960448720**	**384930769**	**40.08**	**382481593**	**2449176**	**99.36**	**0.64**

ZEE ENTERTAINMENT ENTERPRISES LIMITED

Resolution required: 2		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Promoter / Public	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of Votes in favour on votes polled (6) = [(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Resolution No. : 2 Special Resolution								
Promoter and Promoter Group	E-voting	413670212	413670212	100.00	413670212	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	413670212	413670212	100.00	413670212	0	100.00	0.00
Public – Institutions	E-voting	496819056	372962825	75.07	109081670	263881155	29.25	70.75
	Postal Ballot (if applicable)		1235207	0.25	1235207	0	100.00	0.0
	Total	496819056	374198032	75.32	110316877	263881155	29.48	70.52
Public – Non Institutions	E-voting	49959452	6159766	12.33	6158249	1517	99.98	0.02
	Postal Ballot (if applicable)		36199	0.07	30508	5691	84.29	15.71
	Total	49959452	6195965	12.40	6188757	7208	99.88	0.12
Total		**960448720**	**794064209**	**82.68**	**530175846**	**263888363**	**66.77**	**33.23**

B-2/201, Lok Everest, Jata Shankar Dosa Road,
Mulund West, Mumbai – 400 080.

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E-mail: satshah@gmail.com

Satish K. Shah
B.A., LL.B., FCS
Company Secretary
FCS 1313; CP 3142;
Trade Marks Agent Code No. 1503

February 25, 2016

The Chairman
Zee Entertainment Enterprises Limited
18th Floor - A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel
Mumbai 400 013

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & E-voting process – Postal Ballot Notice to Equity Shareholders dated January 15, 2016.

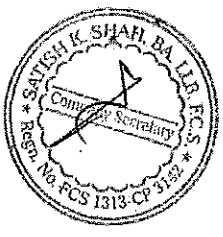
I have been appointed as the Scrutinizer on January 15, 2016 for scrutinizing the Postal Ballot Voting and E-voting process in respect of

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

vide Postal Ballot Notice dated January 15, 2016 sent to equity shareholders and conducting the same in fair and transparent manner. The Management of the Company is responsible for ensuring the compliances with the requirements of the Companies Act, 2013 and Rules relating to the voting through electronic means and physical ballot forms on the resolution contained in the Postal Ballot Notice dated January 15, 2016.

My responsibility as the Scrutinizer for overseeing and reporting on the voting process is restricted to verifying and submitting my report on the votes cast 'in favor' or 'against' the resolution(s) based on the postal ballot forms submitted by the equity shareholders of the Company and on the reports generated from the system provided by National Securities Depository Limited (NSDL), the authorised service provider of electronic voting facility to the said equity shareholders of the Company.



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B.A., LL.B., FCS
Company Secretary
FCS 1313; CP 3142;
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Accordingly, I submit my report as under:

1. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated January 15, 2016 for passing specific resolutions as mentioned therein. As confirmed to me, the Company had completed dispatch of Postal Ballot Notices along with business reply envelopes to all its Equity Shareholders (as at close of business on January 15, 2016) by Courier / Air Mail at their respective registered addresses and by email to registered email addresses on January 25, 2016.

2. The Postal Ballot Voting and E-voting commenced from Tuesday, January 26, 2016 at 10.00 a.m. and ended on Wednesday, February 24, 2016 at 6.00 p.m.

3. The particulars of all Postal Ballot / Electronic Votes received from the Equity Shareholders have been entered in the electronic register separately maintained for the purpose.

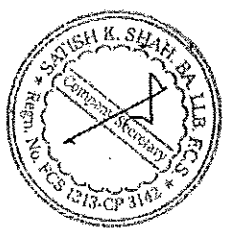
4. I have downloaded the data of e-voting on February 24, 2016 after the E-voting module was disabled for e-voting by NSDL, by using scrutinizers' login on the NSDL e-voting website in presence of Mrs Prabha Shah and Ms Priya Parab both residing at B-2/201,Lok Everest, Jatashankar Dosa Road, Mulund West, Mumbai 400 080. These witnesses are not in employment of the Company.

5. The physical postal ballot forms received from the Equity shareholders were duly opened in my presence and have been entered into a register duly maintained for the said purpose.

6. The Postal Ballot Forms were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries as on close of business on January 15, 2016 provided by the Registrar and Share Transfer Agent of the Company.

7. All Postal Ballot Forms and E-votes received upto 6.00 P.M. on Wednesday, February 24, 2016, being last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.

8. I have not found any defaced / mutilated Postal Ballot Forms.



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9. The summary of postal Ballot forms received & e-voting done by the Equity Shareholders is as under:

Resolution No.1

Sr	Particulars	No. of Ballots	No of Votes cast
A	**Physical Ballot Forms**		
	Postal Ballot forms received	237	1,273,899
	Postal Ballot Forms rejected (as per details mentioned)	9	931
	Total Valid Postal Ballot Forms	**228**	**1,272,968**
B	**E-voting Summary**		
	E-voting received	799	383,657,801
	Total valid E-voting confirmations	**799**	**383,657,801**
C	**Total Valid Postal Ballots / E-Voting**	**1,027**	**384,930,769**

I confirm that none of the related equity shareholders i.e. Shareholders forming part of Promoter / Promoter group and other related parties (as confirmed by the Company) have voted on resolution 1 of the said notice.

Resolution No. 2

Sr	Particulars	No. of Ballots	No of Votes cast
A	**Physical Ballot Forms**		
	Postal Ballot forms received	237	1,272,919
	Postal Ballot Forms rejected (as per details mentioned)	9	931
	Abstained from voting	4	582
	Total Valid Postal Ballot Forms	**224**	**1,271,406**
B	**E-voting Summary**		
	E-voting received	823	792,792,803
	Total valid E-voting confirmations	**823**	**792,792,803**
C	**Total Valid Postal Ballots / E-Voting**	**1,047**	**794,064,209**



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Summary of reasons for rejection of the postal ballots:-

Remarks	No of Ballots	No of Shares
Ballot Forms not signed and incomplete	4	258
Signature mismatch	3	380
Voted both by physical ballot & e-voting (e-voting considered)	2	293
Total	**9**	**931**

The summary of the votes cast in favour of and against the resolution is as under:

Particulars	**No of Ballot/ evoting**	**No of Votes cast**	**% of total Votes/Shares**
Total Valid Votes Cast for Resolution No. 1	1027	384,930,769	100
Votes Cast in favor	944	382,481,593	99.36
Votes Cast against	83	2,449,176	0.64
Total Valid Votes Cast for Resolution No. 2	1047	794,064,209	100
Votes Cast in favor	701	530,175,846	66.77
Votes Cast against	346	263,888,363	33.23

From the aforesaid reported position it is observed that

1. the votes cast by Un-related equity shareholders in favor of the Ordinary Resolution sought to be approved by the Un-related equity shareholders are more than 50% of total votes cast.

2. the votes cast by equity shareholders in favor of the Special Resolution are only 66.77% of the total votes cast.

The postal ballot forms and other related papers/ Register and records pertaining to the process of postal ballot are being separately handed over to the Company Secretary of the Company for safe custody.

You may kindly consider the aforesaid position of the votes cast by the Equity Shareholders, through postal ballots (both in physical ballot and through evoting), in favour of and against the respective resolutions and declare the results accordingly.

Thanking you
Yours sincerely

Satish K. Shah
Scrutinizer
Practicing Company Secretary
FCS – 1313 – CP No. 3142