



NOTICE

Notice is hereby given that the Thirty Seventh 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 23rd day of July 2019, at 4.00 p.m., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standards (Ind-AS) on a standalone and consolidated basis, for the financial year ended March 31, 2019 including the Balance Sheet as at March 31, 2019, 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 Dividend(s) paid on the Preference Shares by the Company during, and for, the financial year ended March 31, 2019.
3. To declare Equity Dividend of ₹ 3.50 per share for the financial year ended March 31, 2019.
4. To appoint a Director in place of Mr Subhash Chandra (DIN 00031458), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“Resolved that pursuant to Section 148 of the Companies Act, 2013, read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the Cost Audit Fees of ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses, payable to M/s Vaibhav P Joshi & Associates, Cost Accountants (Firm Registration No 101329) towards Cost Audit for the Financial Year 2018-19, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

Equity Dividend, if approved by Members at the Annual General Meeting, will be paid on or before July 29, 2019, 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. Tuesday, July 16, 2019 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of Equity Shares held in electronic form, as at the end of the business day on Tuesday, July 16, 2019.

By Order of the Board

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Place: Mumbai

Date: May 27, 2019

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 be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. 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.
3. 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.
4. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Director recommended by the Board for re-appointment at the Annual General Meeting forms part of this Notice.
5. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2019, 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 by e-mail to shareservice@zee.esselgroup.com
6. Equity Dividend for the Financial Year ended March 31, 2012, which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) in October 2019. Members who have not encashed their dividend warrants for Dividend issued by the Company for the financial year ended March 31, 2012 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agents.

Members may further note that, pursuant to Section 124 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Shares on which Dividend remains unclaimed for 7 (seven) consecutive years or more have been, and shall be liable to be, transferred to IEPF Account. Members are further advised that in terms of applicable provisions of the Act and IEPF Rules, Unclaimed Dividends and Shares transferred to IEPF can be claimed from the IEPF after following process prescribed in the said Rules.
7. Electronic copy of the Annual Report for 2018-19 is being sent to all the Members whose e-mail addresses are registered with the Company/ Depository Participants(s) for communication. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2018-19 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.zeeentertainment.com
8. Updation of Members details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013, requires the Company / Registrar & Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for Dividend etc. A form for capturing additional details is attached as part of this Report. Members holding shares in physical form are requested to submit the filled form to the Company or its Registrar & Share Transfer Agent M/s Link Intime India Pvt Ltd. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant only.

The form may be sent to Company at its registered address or via email to shareservice@zee.esselgroup.com or to Company's Registrar and Share

Transfer Agent, M/s Link Intime India Pvt Ltd in physical mode at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 or in electronic mode at rnt.helpdesk@linkintime.co.in.

9. SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and SEBI/LAD-NRO/GN/2018-19 dated November 30, 2018 read with circulars issued by BSE and NSE in this regard, directed that transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. Accordingly, Members holding securities in physical form are requested to consider dematerialising shares held by them in physical form. However, the transfer deed(s) lodged prior to April 1 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline with Company's Registrar & Share Transfer Agent at the address mentioned above.

10. E-voting

In compliance with Section 108 of the Companies Act, 2013, 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 with the facility to exercise their right to vote on all businesses detailed in the Notice of 37th Annual General Meeting by electronic means. The facility of casting votes by any member using 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 businesses detailed in this notice.

The remote e-voting period for all items of business contained in this Notice shall commence from Friday the 19th day of July 2019 at 9.00 a.m. and will end on Monday, the 22nd day of July 2019 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 Cut-off date of Tuesday, the 16th day of July 2019, 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.

11. The facility for voting shall also be made available at the meeting venue and those members (as on Cut-off date i.e. Tuesday, the 16th day of July 2019) who are attending the meeting and who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
12. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but they shall not be entitled to cast their vote again.
13. The voting rights of Members for remote e-voting prior to the meeting or 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 16, 2019.
14. The Company has appointed ACS Vinita Nair, Partner, M/s Vinod Kothari & Co., Company Secretaries as Scrutiniser to conduct / supervise remote e-voting process as well as the voting process at the Annual General Meeting in a fair and transparent manner and submit a report thereon. The Scrutinizer shall, after the conclusion of voting at the Annual 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 submit, not later than two days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast to the Chairman of the AGM or Managing Director of the Company who shall countersign the same and declare the results of the voting forthwith.
15. Details of results declared together with copy of the Scrutiniser's report shall be placed on the website of the Company www.zeeentertainment.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.

16. I. The instructions and process for e-voting are as under:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- 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, click 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.

Details on Step 2 are mentioned below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of Zee Entertainment Enterprises Limited.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- II. 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 Scrutiniser through e-mail to shareservice@zee.esselgroup.com and vinita@vinodkothari.com with a copy marked to evoting@nsdl.co.in
- III. Members holding Equity Shares of the Company in dematerialised form whose e-mail address is not registered with the Company / Depository Participants and Members holding shares in physical form as well as those Members who have requested for physical copy of Notice and Annual Report may obtain User ID and password by following the steps mentioned above. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
- IV. 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 16, 2019, may obtain the login ID and password by following steps mentioned above or 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.

- V. 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 or send email to shareservice@zee.esselgroup.com.
- VI. 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).

17. Webcast of AGM

The Members are requested to note that, in accordance with SEBI Listing Regulations, the Company is pleased to provide a one way Webcast facility to view the live streaming of the proceedings of the AGM for convenience of those Members who are unable to attend the AGM due to locational constraints. The Members will be able to view the proceedings on NSDL's E-Voting website www.evoting.nsdl.com.

18. Members who are unable to attend the meeting in person may use this facility by using the same login credentials as provided for remote e-voting. Members on the date of the AGM will login through their user ID and password on to the e-voting website. The link will be available in Member login where the EVEN of Company will be displayed. On clicking this link, the Member will be able to view the webcasting of the AGM proceedings. The webcast will be available on 23rd July 2019 from 4.00 p.m. onwards till the conclusion of the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO 5

At the meeting held on July 17, 2018 your Board had, after reviewing confirmation received and based on the recommendations of the Audit Committee, approved appointment of M/s Vaibhav P Joshi & Associates, Cost Accountants (Firm registration No 101329), as Cost Auditor of the Company for FY 2018-19 at remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, ratification by the Shareholders is sought for the remuneration payable to the Cost Auditor for FY 2018-19.

Your Board recommends the Ordinary Resolution as set out in Item No 5 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.

Brief Profile of Director seeking re-appointment at the Annual General Meeting:

Mr Subhash Chandra (DIN 00031458) 69, Non-Executive Chairman and the promoter of Essel Group of Companies is an entrepreneur and a Parliamentarian (Member of Rajya Sabha). His diverse businesses are spread across industries such as theme parks, flexible packaging, entertainment, cable networks, and infrastructure. For his contributions to the industry, Mr Chandra was awarded the 2011 International Emmy Directorate Award at the 39th International Emmy Awards in New York.

Apart from business and politics, Mr Chandra is an influential philanthropist and has been contributing towards society in association with various NGOs including TALEEM Foundation, Ekal Vidyalaya, Global Vipassana Foundation, Global Foundation for Civilisation Harmony and Subhash Chandra Foundation.

Apart from the Company, Mr Subhash Chandra holds directorship in Adhikaar Foundation. As at March 31, 2019, Mr Subhash Chandra did not hold any Equity shares of the Company.

By Order of the Board

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Place: Mumbai

Date: May 27, 2019

Registered Office:

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