



## NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the Equity Shareholders of Zee Entertainment Enterprises Limited will be held at Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025 on Tuesday, the 17th day of July 2018, 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, 2018 including the Balance Sheet as at March 31, 2018, 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, 2018.
3. To declare Equity Dividend of ₹ 2.90 per share for the financial year ended March 31, 2018.
4. To appoint a Director in place of Mr Ashok Kurien (DIN 00034035), 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 2017-18, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

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

“Resolved that pursuant to Sections 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 holds the office of Independent Director of the Company until December 29, 2018, 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 December 30, 2018 until December 29, 2021.”

**7. 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 re-appointed to the Office of Place of Profit as Chief Executive Officer of Asia Today Limited, Mauritius, a wholly owned overseas subsidiary of the Company at the remuneration, as detailed herein, to be paid by Asia Today Limited:

- a) Salary:** Mr Amit Goenka shall be eligible for annual salary of USD 564,300 with the authority to the Board of Asia Today Limited to determine any merit based increase in the salary from time to time.
- b) Variable Pay:** In addition to salary, Mr Amit Goenka would be entitled to Variable Pay, as may be approved from time to time by the Board of Asia Today Limited, based on the pre-defined performance criteria.
- c) Perquisites & Allowances:** In addition to the Salary & Variable Pay, Mr Amit Goenka shall be entitled to such perquisites as per the policy of Asia Today Limited.

Resolved further that the Board of Directors of the Company (which term shall mean and include any Board Committee) be and is hereby authorised to accept, approve and take note of any merit based increase in the remuneration payable to Mr Amit Goenka as approved by Asia Today Limited, Mauritius, from time to time.”

Equity Dividend, if approved by Members at the Annual General Meeting, will be paid on or before July 23, 2018, 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 10, 2018 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 10, 2018.

By Order of the Board

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

Place: Mumbai  
Date: May 10, 2018

**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 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 Businesses 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 Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of this Notice.

In respect of the proposed re-appointment of Mr Adesh Kumar Gupta as Independent Director not liable to retire by rotation, the Board of Directors have reviewed the declaration submitted by Mr Adesh Kumar Gupta confirming that he continues to meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that Mr Gupta fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company.

5. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2018, 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](mailto:shareservice@zee.esselgroup.com)
6. Equity Dividend for the Financial Year ended March 31, 2011, which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) in October 2018. Members who have not encashed their dividend warrants for Dividend issued by the Company for the financial year ended March 31, 2011 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 IEPF after following process prescribed in the said Rules.

7. Electronic copy of the Annual Report for 2017-18 is being sent to all the Members whose e-mail addresses are registered with the Company/

Depository Participant(s) for communication. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2017-18 is being sent. The Annual Report may also be accessed on the Company's Corporate Website [www.zeeentertainment.com](http://www.zeeentertainment.com)

8. Members are requested to notify immediately about any change in their address/e-mail address/dividend mandate/bank details to (a) their Depository Participant (DP) in respect of their shareholding in Demat mode; and (b) to the Company's Registrar and Share Transfer Agents, M/s Link Intime India Private Ltd., at their office at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 in respect of their physical shareholding. Members holding Shares of the Company in physical form are requested to register their e-mail address with the Registrar and Share Transfer Agent of the Company to receive all communications including Annual Report and Notice of Meeting(s) by e-mail, by sending appropriate communication on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

### 9. 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 36th 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 13th day of July 2018 at 9.00 a.m. and will end on Monday, the 16th day of July 2018 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 10th day of July 2018, 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 shall also be made available at the meeting venue and those members (as on Cut-off date i.e. Tuesday, the 10th day of July 2018) 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.
11. 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.
12. 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 10, 2018.
13. 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.

14. Details of results declared together with copy of the Scrutiniser's report shall be placed on the website of the Company [www.zeeentertainment.com](http://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.
15. I. The instructions and process for e-voting are as under:
  - Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.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.nsd.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.nsd.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.nsd.com](http://www.evoting.nsd.com)
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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](mailto:shareservice@zee.esselgroup.com) and [vinita@vinodkothari.com](mailto:vinita@vinodkothari.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 10, 2018, may obtain the login ID and password by following steps mentioned above or sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [shareservice@zee.esselgroup.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send email to [shareservice@zee.esselgroup.com](mailto: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).

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO 5

At the meeting held on June 8, 2017 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 2017-18 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 2017-18.

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.

### ITEM NO 6

At the 34th Annual General Meeting held on July 26, 2016, Members of the Company had approved appointment of Mr Adesh Kumar Gupta, as Independent Director of the Company not liable to retire by rotation. The current term of the said appointment of Mr Adesh Kumar Gupta as Independent Director of the Company shall expire on December 29, 2018. 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 with Shareholders approval by passing a Special Resolution.

Since the current term of appointment of Mr Gupta shall expire before the Annual General Meeting scheduled in 2019, your Board, based on the performance evaluation and after reviewing confirmation of independence received, recommends re-appointment of Mr Adesh Kumar Gupta as an Independent Director for the second term of 3 years commencing from the expiry of his current term of appointment i.e. from December 30, 2018 until December 29, 2021. Appropriate notice has been received from a Member proposing appointment of Mr Adesh Kumar Gupta as Independent Director of the Company and requisite consent has been received from the said Director 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 re-appointed for the second term as an Independent Director of the Company 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 this Notice.

Your Board recommends the Special 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 the resolution) are in any way concerned or interested in the resolution.

### ITEM NO 7

The appointment of Mr Amit Goenka, son of Dr Subhash Chandra and brother of Mr Punit Goenka, to the Office of Place of Profit as Chief Executive Officer of Asia Today Limited, Mauritius, one of the overseas wholly owned subsidiaries of the Company for a period of three years effective March 1, 2016, was approved by the Shareholders vide resolution passed by Postal Ballot on February 24, 2016 and the current term of the said appointment would expire on February 28, 2019.

The International Broadcasting business of the Company comprises of content creation, broadcasting and distribution of approx. 39 television channels (including 13 dedicated non-Indian language channels) in overseas territories which are managed by direct and indirect overseas subsidiaries of the company. Mr Amit Goenka was appointed as CEO of Asia Today Limited, to facilitate clear strategic alignment for accelerated decision making and growth of International Broadcasting business. During the current tenure, Mr Amit Goenka was instrumental in expanding the reach of International Broadcasting business by launch of various Channels in overseas territories including Zee Sine in Philippines, Zee One in Germany, Zee Mundo in Hispanic Market, Zee Phim in Vietnam, Zee Nung in Thailand, Zee World, Zee Bollynova and Zee Bollymovies in Africa. Mr Goenka also led groups' expansion in Digital business with launch of ZEE5 during FY 2017-18.

Considering the achievements and growth of International Broadcasting





business under the leadership of Mr Amit Goenka, approval of the Shareholders is sought for re-appointment of Mr Amit Goenka as CEO of Asia Today Limited at the remuneration as detailed in the Resolution.

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, the proposed re-appointment and payment of remuneration to Mr Amit Goenka, as CEO of Subsidiary, 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 to approve this resolution.

**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 was involved in operations of Shirpur Gold Refinery Limited and Essel Utilities - an entity engaged in power distribution. Currently since March 2016, Mr Goenka as Director & CEO of Asia Today Ltd, Mauritius is responsible for the growth and expansion strategy of International Broadcasting Business of the Company.

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

Name of Related Party	:	Mr Amit Goenka
Name of Interested Director/ Key Managerial Person & nature of relationship	:	Dr Subhash Chandra - Father of related party Mr Punit Goenka - Brother of related Party
Brief terms of appointment	:	Appointment of Mr Amit Goenka as CEO of Asia Today Limited, Mauritius, a wholly owned overseas subsidiary of the Company, at an annual Salary of USD 564,300 (and any merit based increments from time to time), plus Variable Pay as may be approved by the Board of Asia Today Limited from time to time and other Perquisites and allowances as per the policy of Asia Today Limited.
Other relevant information	:	Nil

Considering achievements and growth of International Broadcasting business under the leadership of Mr Amit Goenka, your Board recommends his re-appointment as CEO of Asia Today Ltd, Mauritius, upon expiry of his current term, with effect from March 1, 2019 at the remuneration as detailed in the Ordinary resolution as set out in Item No 7 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.

**Brief Profile of Directors seeking appointment / re-appointment at the Annual General Meeting:**

**Mr Ashok Kurien** (DIN 00034035) 68, Non-Executive Director, is one of the Founder associated with the Company since its inception. Mr Kurien has been in the business of building brands for over 35 years, particularly in the fields of media and communications and now Menstrual Hygiene and Water Filters (without electricity) for the poor and marginalized. An early bird, Ashok Kurien has the keen eye of driving start-ups in emerging businesses and guiding them to size and scale, such as TV, DTH, Lottery, PR and Dot coms, where he invested and mentored, which have been resounding success stories. Mr. Kurien, a well-known personality in the Advertising world, founded Ambience Advertising, one of the most formidable creative powerhouse in its first decade. Ambience has come a long way, and was later sold to the Publicis Groupe. He is founder and promoter of various business ventures including Hanmer & Partners, one of India's top-3 Public Relations agencies; Livinguard Technologies, the world's 1st self-disinfecting textiles, as well as a few other internet ventures.

Despite the great heights he's achieved in his career, Mr Kurien has his feet firmly rooted to the ground. He believes in commitment to society and is involved with number of charities, NGOs and social service organizations.

Apart from the Company, Mr Kurien holds directorship in Dish TV India Ltd and Ambience Business Services Pvt. Ltd. As at March 31, 2018 Mr Kurien held 1,268 Equity shares of the Company.

**Mr Adesh Kumar Gupta** (DIN 00020403) 62, Chartered Accountant, Company Secretary and AMP from Harvard is a professional with rich experience of almost 4 decades in Corporate Strategy, M&A, Business restructuring, Fund raising, Taxation etc. During his distinguished career of over 3.5 decades in Aditya Birla Group, Mr Adesh Kumar Gupta held various senior positions in companies with varied businesses including as Whole-Time Director & CFO of erstwhile Aditya Birla Nuvo Ltd and Grasim Industries Ltd. Post Voluntary retirement from Grasim, Mr Gupta ventured into Business Finance & Corporate Service space as Designated Partner of Probizadviser & Business Excellence LLP and is also an Insolvency Professional.

Mr Adesh Kumar Gupta was awarded with Best CFO award by ICAI, IMA and Business Today. He had also represented FICCI as a Member of NACAS (National Accounting and Auditing Standards) which was instrumental in setting up Accounting Standards in India.

Apart for the Company Mr Gupta serves as director on the Board of Aditya Birla Insurance Brokers Ltd, Aditya Birla Trustee Company Pvt Ltd, Mukund Security & Investment Limited, Essel Finance Business Loans Limited and Essel Finance AMC Limited. As at March 31, 2018, Mr Adesh Kumar Gupta held 300 Equity Shares and 457 Listed Preference Shares of the Company.

By Order of the Board

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

Place: Mumbai  
Date: May 10, 2018

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