

March 2, 2016

BSE Limited
National Stock Exchange of India Limited

Kind Attn. Manager – Corporate Relationship

Dear Sirs,

Sub: Declaration of results - Postal Ballot Notice dated January 15, 2016 seeking approval of Preference shareholders.

This is further to our letter dated January 29, 2016, in respect of the Ballot Notice sent to all Preference shareholders of the Company seeking consent and approval through postal ballot / electronic voting (e-voting) for consolidation and re-organisation of face value of Preference Shares from ₹ 1/- each to ₹ 10/- each and consequent alteration of Capital Clause V in the Memorandum of Association of the Company.

The Postal Ballot / E-voting process commenced from Saturday, January 30, 2016 at 10.00 a.m. and ended on Sunday, February 28, 2016 at 6.00 p.m.

Mr Satish K Shah, Practising Company Secretary who was appointed as Scrutiniser to scrutinize and report on the Postal Ballot / E-voting by Preference Shareholders, had issued his report on March 1, 2016 and based on the said Scrutinizer's report, the Managing Director and CEO of the Company has today i.e. on March 2, 2016 declared that **the Ordinary Resolution**, seeking consent and approval of the Preference Shareholders of the Company for consolidation and re-organisation of the face value of Preference Shares from ₹ 1/- each to ₹ 10/- each and consequent alteration of Capital Clause V in the Memorandum of Association of the Company **has been approved** by Preference Shareholders **with requisite majority**.

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



॥ 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.

+ 91 22 7106 1234 F + 91 22 2490 0302

www.zeetelevision.com | CIN : L92132MH1982PLC028767

Resolution Proposed	% Of Votes Cast	
	In favor of resolution	Against the resolution
Ordinary Resolution under Section 61 of the Companies Act 2013, for consolidation and re-organisation of face value of Preference Shares from ₹ 1/- each to ₹ 10/- each and consequent alteration of Capital Clause V in the Memorandum of Association of the Company.	99.28	0.72

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 March 1, 2016 issued by Mr Satish K Shah, Practising Company Secretary for your information and records.

Kindly acknowledge receipt.

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


M Lakshminarayanan
Chief Compliance Officer and Company Secretary



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



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ZEE ENTERTAINMENT ENTERPRISES LIMITED (Pref – Shares)

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

AGENDA - WISE DISCLOSURE:

Resolution required: 1		Ordinary						
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 favour (4)	No. of votes against (5)	% of Votes in favour polled (6) = [(4)/(2)]*100	% of votes against votes polled (7) = [(5)/(2)]*100
Resolution No. : 1 Ordinary Resolution								
Promoter and Promoter Group	E-voting	4,962,610,500	4,962,610,500	100.00	4,962,610,500	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4,962,610,500	100.00	4,962,610,500	0	100.00	0.00
Public Institutions	E-voting	7,149,268,469	5,952,267,529	83.26	5,873,400,358	78,867,171	98.68	1.32
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.0
	Total		7,149,268,469	5,952,267,529	83.26	5,873,400,358	78,867,171	98.68
Public – Non Institutions	E-voting	8,057,544,151	52,940,256	0.66	52,884,359	55,897	99.89	0.11
	Postal Ballot (if applicable)		27,239,134	0.34	27,230,230	8,904	99.97	0.32
	Total		8,057,544,151	80,179,390	0.99	80,114,589	64,801	99.92
Total		20,169,423,120	10,995,057,419	54.51	10,916,125,447	78,931,972	99.28	0.72



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

Telefax : 25649808 • Cell : 7738036028
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

March 1, 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 for Preference shareholders – Postal Ballot Notice dated January 15, 2016.

I have been appointed as the Scrutinizer on January 15, 2016 for scrutinizing the Postal Ballot Voting and E-voting processes undertaken to obtain consent and approval of Preference shareholders for consolidation and re-organisation of face value of Preference Shares from ₹ 1/- each to ₹ 10/- each and consequent alteration of Capital Clause V in the Memorandum of Association of the Company vide Postal Ballot Notice dated January 15, 2016 issued to the Preference Shareholders of the Company 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 Ordinary 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 resolutions based on the postal ballot forms submitted by the Preference 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 Preference Shareholders of the Company.





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 to the Preference Shareholders of the Company for passing an Ordinary Resolution for consolidation and re-organisation of face value of Preference Shares from ₹ 1/- each to ₹ 10/- each and consequent alteration of Capital Clause V in the Memorandum of Association of the Company.
2. As confirmed to me, the Company had completed dispatch of Postal Ballot Notices along with business reply envelopes to all its Preference Shareholders (as at close of business on January 22, 2016) by Courier/Air Mail at their respective registered addresses and by email to registered email addresses on January 29, 2016.
3. The Postal Ballot Voting and E-voting commenced from Saturday, January 30, 2016 at 10.00 a.m. and ended on Sunday, February 28, 2016 at 6.00 p.m.
4. The particulars of all Postal Ballot / Electronic Votes received from the Preference Shareholders have been entered in the electronic register separately maintained for the purpose.
5. I have downloaded the data of e-voting on February 28, 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 400080. These witnesses are not in the employment of the Company.
6. The physical postal ballot forms received from the Preference Shareholders were duly opened in my presence and have been entered into a register duly maintained for the said purpose.
7. The Postal Ballot Forms were scrutinized and the shareholding was matched / confirmed with the Register of Preference share holders of the Company/List of Beneficiaries as on close of business on January 22, 2016 provided by the Registrar and Share Transfer Agent of the Company.
8. All Postal Ballot Forms and E-votes received upto 6.00 p.m. on Sunday, February 28, 2016, being the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.





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

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

Sr	Particulars	No. of Ballots	No of Votes Cast
A	Physical Ballot Forms		
	Postal Ballot forms received	286	27,316,771
	Postal Ballot Forms rejected (as per details mentioned herein)	16	77,637
	Total Valid Postal Ballot Forms	270	27,239,134
B	E-voting Summary		
	E-voting received	261	10,967,818,285
	Total valid E-voting confirmations	261	10,967,818,285
C	Total Valid Postal Ballots / E-Voting	531	10,995,057,419

Summary of reasons for rejection of the postal ballots:-

Remarks	No of Ballots	No of Shares
Ballot Forms not signed and incomplete	7	9,639
Signature mismatch	7	62,370
Voted both by physical ballot & e-voting (e-voting considered)	2	5,628
Total	16	77,637

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

Particulars	No of Ballot/ e-voting	No of Votes cast	% of total Votes/ Shares
Total Valid Votes Cast	531	10,995,057,419	100
- in favor of resolution	508	10,916,125,447	99.28
- against the resolution	23	78,931,972	0.72



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



Satish K. Shah

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Company Secretary

FCS 1313; CP 3142;

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From the aforesaid reported position it is observed that the votes cast by preference shareholders in favor of the Ordinary Resolution sought to be approved by them **are more than requisite majority 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 Preference Shareholders, through postal ballot (both by physical ballot and through e-voting), in favour of the resolution and declare the result accordingly.

Thanking you
Yours sincerely

A handwritten signature in black ink, appearing to read 'Satish K. Shah', written over a horizontal line.

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

