



Extraordinary Together

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Corporate Identification Number: L92132MH1982PLC028767
Registered Office: 18th Floor, 'A' Wing, Marathon Futurex, NM Joshi Marg, Lower Parel,
Mumbai - 400013
Tel: +91 22 7106 1234 / Fax: +91 22 2300 2107;
Email: shareservice@zee.com; Website: www.zee.com

NOTICE OF POSTAL BALLOT
[Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), General Circular No. 09/2023 dated September 25, 2023, other Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI ('SEBI Circulars') and other applicable laws, each as amended, to transact the special business as set out hereunder by passing Special Resolutions by way of remote electronic voting ('remote e-voting') only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Explanatory Statements pertaining to the proposed resolutions setting out the material facts and the rationale thereof forms part of this Postal Ballot Notice ('Notice').

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the National Securities Depository Limited ('NSDL'), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Notice.

The Board of Directors of the Company has appointed Ms. Vinita Nair (Membership No. F10559), Senior Partner, M/s. Vinod Kothari & Co., Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

| | |
|---|--|
| Commencement of remote e-voting period | Thursday, February 15, 2024, at 9.00 a.m. (IST) |
| Conclusion of remote e-voting period | Friday, March 15, 2024, at 5.00 p.m. (IST) |

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Friday, March 15, 2024. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit her Report to the Chairman of the Company ('Chairman') or any other person authorised by the Chairman, and the result of the voting by Postal Ballot will be announced on or before on Monday, March 18, 2024. The result declared along with the Scrutinizer's Report shall be communicated in the manner as provided in this Postal Ballot notice.



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RESOLUTIONS:

1. Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Uttam Prakash Agarwal (DIN: 00272983) who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from December 17, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the first term of three years i.e. from December 17, 2023 to December 16, 2026.”

2. Appointment of Mr. Shishir Babubhai Desai (DIN: 01453410) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Shishir Babubhai Desai (DIN: 01453410) who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from December 17, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the first term of three years i.e. from December 17, 2023 to December 16, 2026.”

3. Appointment of Mr. Venkata Ramana Murthy Piniseti (DIN: 03483544) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Venkata Ramana Murthy Piniseti (DIN: 03483544) who was appointed as an Additional Director in the category of Independent Director of



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the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from December 17, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the first term of three years i.e. from December 17, 2023 to December 16, 2026.”

By Order of the Board

Sd/-
Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: February 5, 2024

Registered Office:

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Act read with the Rules, in respect of the business to be transacted as mentioned in the Notice and relevant details of the Directors as required under Regulation 36(3) of the SEBI Listing Regulations and SS - 2 are annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder, MCA Circulars and SEBI Circulars, the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, February 9, 2024. Members may note that this Notice will also be available on the Company's website at www.zee.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
3. Relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode on the website of the Company.
4. **Process and manner for voting through remote e-voting:**
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended) MCA and SEBI Circulars, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
 - ii. The remote e-voting period begins on Thursday, February 15, 2024 at 9:00 a.m. (IST) and ends on Friday, March 15, 2024 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the



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cut-off date i.e. Friday, February 9, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, February 9, 2024.

iii. Voting rights through e-voting cannot be exercised by a proxy.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li data-bbox="428 953 1321 1346">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="428 1388 1321 1493">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="428 1535 1321 1820">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. |



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| | <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |



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| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
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Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.



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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 folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered.**

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 www.evoting.nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



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- 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, tick 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, the Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail yinita@vinodkothari.com with a copy marked to www.evoting.nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.



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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to shareservice@zee.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shareservice@zee.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/ members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above-mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

Other Instructions

1. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit her Report to the Chairman of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced on or before Monday, March 18, 2024.

The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.zee.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously submit the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed and intimated through a Press Release in newspapers.

2. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Friday, March 15, 2024.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE ACT

ITEM NO. 1, 2 AND 3

APPOINTMENT OF MR. UTTAM PRAKASH AGARWAL (DIN: 00272983), MR. SHISHIR BABUBHAI DESAI (DIN: 01453410) AND MR. VENKATA RAMANA MURTHY PINISETTI (DIN: 03483544) AS INDEPENDENT DIRECTORS OF THE COMPANY

The Board of Directors of the Company, pursuant to the recommendation of the Nomination & Remuneration Committee ('NRC') is proposing to the Members of the Company, the appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983), Mr. Shishir Babubhai Desai (DIN: 01453410) and Mr. Venkata Ramana Murthy Piniseti (DIN: 03483544) as Independent Directors on the Board of the Company, not liable to retire by rotation, who shall hold office for a term of 3 (three) consecutive years commencing from December 17, 2023 to December 16, 2026.

Skills & Capabilities required for the Independent Directorship, Process & Basis of Appointment:

The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The Company was on the lookout for highly skilled professionals from various fields who would be eminently qualified for being on the Board of the Company. The NRC with a view to further strengthen the competencies of the Board and after considering criteria such as qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time and attention to the professional obligations of an Independent Director, shortlisted profiles of selected candidates from a range of backgrounds including Corporate Professionals, Consultants and Industrialist. The process of shortlisting and selection of the new Independent Directors was carried out and concluded by NRC members.

The NRC had specified that the new Board member should have a deeper understanding and expertise in Accounts, finance, taxation, governance matters, risk management, capital market, restructuring, foreign collaborations, advisory, and legal matters.

Accordingly, from the shortlisted candidates, the NRC selected and recommended to the Board, the appointment of Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti as Independent Directors of the Company.

Mr. Uttam Prakash Agarwal is a Chartered Accountant with more than 3 decades of experience in taxation, finance and restructuring having worked extensively in areas of statutory audit, income leakage audit, concurrent audit, stock audit, of public sector banks under RBI's appointment. Mr. Agarwal also has rich experience in providing tax and business advisory services to private equity investors, banks, investment banks, brokerage houses and finance companies.

Mr. Shishir B Desai is a Solicitor with 44 years of experience and enrolled with the Bombay Incorporated Law Society; and as Solicitor of the Supreme Court of England & Wales (Non-Practicing); Member of the Institute of Company Secretaries of India.

Mr. Venkata Ramana Murthy Piniseti is a lawyer, a bestselling author and an academic practitioner in HR and organization development (OD) domains.

Detailed profiles and skillsets of Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti forms part of the Annexure to the Notice.



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Based on the recommendation of the NRC and on reviewing confirmation of independence received from them, the Board of Directors of the Company had appointed Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti as Additional Directors of the Company, in the category of Independent Director with effect from December 17, 2023. Requisite consents have been received from them pursuant to the provisions of Section 152 of the Act along with confirmation that they are not disqualified from being appointed as directors in terms of Section 164 of the Act.

The Company has also received declarations from Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti that they meet the criteria of Independence as prescribed under Section 149(6) of the Act and under the SEBI Listing Regulations. They have (i) confirmed that they are registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) declared that they are not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders, for appointment or re-appointment of a person on the Board of Directors, is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, as Additional Directors, Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti holds office upto the date of the next Annual General Meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier and are eligible for being appointed as an Independent Director of the Company, subject to the approval of the Shareholders. The Company has received notice in writing from Members under Section 160 of the Act proposing their candidature for the office of Directors of the Company.

In the opinion of the Board, Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti, who are proposed to be appointed as Independent Directors of the Company for a term of 3 consecutive years i.e. from December 17, 2023 to December 16, 2026, fulfil the conditions specified under Section 149(6) and Schedule IV of the Act and are independent of the management.

Details of Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti are provided in the Annexure to the Notice pursuant to the provisions of (i) SEBI Listing Regulations and (ii) SS - 2.

They shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In view of the above, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution through Postal Ballot for appointment of Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti as Independent Directors on the Board of Directors of the Company to hold office for a term of three consecutive years from December 17, 2023 to December 16, 2026, not liable to retire by rotation. The Board of Directors of the Company recommends the Special Resolutions set out in this Postal Ballot notice for the approval of the Members.

Appointment Letters of Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti setting out the terms and conditions of appointment are available for inspection by the Members on the website of the Company at <https://www.zee.com/corporate-governance/>.



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None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Uttam Prakash Agarwal (whose appointment is proposed in this resolution) are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Shishir Babubhai Desai (whose appointment is proposed in this resolution) are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Venkata Ramana Murthy Piniseti (whose appointment is proposed in this resolution) are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Brief Profile and other details of Mr. Uttam Prakash Agarwal, Mr. Shishir Babubhai Desai and Mr. Venkata Ramana Murthy Piniseti form part of the Annexure to the Notice.

The Board recommends the Special Resolutions set out at Item Nos. 1, 2 & 3 of the Notice for approval of the Members.

By Order of the Board

Sd/-
Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: February 5, 2024

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



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Annexure to the Postal Ballot Notice dated February 5, 2024

Details of Directors seeking appointment (pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

| Mr. Uttam Prakash Agarwal (DIN: 00272983) | |
|---|---|
| Age | 60 years |
| Qualifications | <ul style="list-style-type: none">- Bachelor of Commerce- Member of Institute of Chartered Accountants of India- Honorable Member of Institute of Chartered Accountants of (Australia)- Honorable Member of Certified Public Accountant of Australia |
| Brief Resume (including expertise in specific functional areas) | <p>Mr. Uttam Prakash Agarwal is a Chartered Accountant with more than 3 decades of experience in taxation, finance, restructuring worked extensively in areas of statutory audit, income leakage audit, concurrent audit, stock audit, of public sector banks under RBI's appointment. Having carried out statutory audit of public sector undertakings & Mutual Funds being appointed by the Comptroller Auditor General of India, Mr. Agarwal also has rich experience in providing tax and business advisory services to private equity investors, banks, investment banks, brokerage houses and finance companies.</p> <p>CA. Uttam Prakash Agarwal has been President of ICAI 2009-10, and has been acknowledged by former President of India, Smt. Pratibha Devisingh Patil, for his commendable work as a president and presented with 'Recognition of Excellence Award'. He was also awarded with "UDAN 2011" by the Times of India Group Newspaper Navbharat Times.</p> <p>A director on various boards and member of Board Committees, CA Uttam Prakash Agarwal also holds the honorary membership of Institute of Chartered Accountants of (Australia) and membership of CPA (Certified Public Accountant) of Australia.</p> <p>He was nominated by the Ministry of Finance as a member of the Disciplinary Committee constituted by the Council of the Institute of Actuaries of India from 2009 to November 11, 2021.</p> <p>Mr. Agarwal was also a former Member on the Board of Insurance Regulatory and Development Authority (IRDA), Member on the Board of Tariff Advisory Committee of IRDA and also a member of Standing Committee on Accounting Issues (SCAI) constituted by IRDA. He has also served as a member of Sub-Committee (Audit) of the Board for Financial Supervision of Reserve Bank of India during 2009-10.</p> <p>Former Member of Sub-Committee (Audit) of the Board for Financial Supervision of Reserve Bank of India (RBI). (2009-10)</p> <p>Former Member of the Audit Advisory Board and the Government Accounting Standards Advisory Board- both constituted by the Comptroller and Auditor General of India.</p> |



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| | <p>Former Member of IFRS Core Group under the Chairmanship of Secretary, Ministry of Corporate Affairs (MCA)</p> <p>Former Member of the National Advisory Committee on Accounting Standards constituted by the Ministry of Corporate Affairs, Government of India.</p> <p>Former Technical Advisor on the Board of International Federation of Accountants (IFAC), Developing Nations Committee (DNC) of IFAC and Small and Medium Practices Committee (SMP) of IFAC.</p> <p>Member of SEBI Committee on Disclosures and Accounting Standards (SCODA). Member of the Working Group for matters related to trade in accounting, book-keeping and auditing.</p> |
| Terms and conditions of appointment | To be appointed as an Independent Director of the Company and will not be liable to retire by rotation for three years with effect from December 17, 2023. |
| Remuneration last drawn (including sitting fees if any) | Not Applicable (appointed w.e.f. December 17, 2023) |
| Remuneration proposed to be paid | Sitting fees and Commission in accordance with provisions of applicable laws |
| Date of First appointment on the Board | December 17, 2023 |
| Shareholding in the Company as on March 31, 2023 | Nil |
| Relationship with other directors / Key Managerial Personnel | Nil |
| Number of meetings of the Board attended during financial Year (2022-23) | Not Applicable (appointed w.e.f. December 17, 2023) |
| Directorship held in other Public companies (excluding Private and Section 8 Companies) as on February 1, 2024 | <ul style="list-style-type: none">- 3i Infotech Limited (Listed Company)- Cerebra Integrated Technologies Limited (Listed Company)- Trinity Alternative Investment Managers Limited |
| Membership/ Chairmanship held in committees of other Public companies (excluding Private and Section 8 Companies) as on February 1, 2024 | <p>3i Infotech Limited</p> <ul style="list-style-type: none">- Audit Committee - Chairman- Investment Committee (Chairman)- Risk Management Committee - Member- Nomination and Remuneration Committee - Member- Stakeholder and Relationship Committee - Member- Subcommittee on Legacy Matter - Member <p>Cerebra Integrated Technologies Limited</p> <ul style="list-style-type: none">- Audit Committee - Chairman |



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| | <ul style="list-style-type: none">- Nomination and Remuneration Committee – Member- Stakeholder Relationship Committee – Member- Risk Committee – Member |
| Listed entities from which Mr. Uttam Prakash Agarwal has resigned in the past three years | Nil |

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| Mr. Shishir Babubhai Desai (DIN: 01453410) | |
| Age | 70 years |
| Qualifications | <ul style="list-style-type: none">- Bachelor of Commerce- Bachelors in Law & Enrolled in the Bar Council of Maharashtra & Goa- Solicitor’s Examination in India (Enrolled as Solicitor of the Supreme Court of India)- Chartered Secretaries- Solicitor’s Examination in London (Enrolled as Solicitor of the Supreme Court of England) |
| Brief Resume (including expertise in specific functional areas) | <p>Mr. Shishir B Desai is a Solicitor with 44 years of experience and enrolled with the Bombay Incorporated Law Society; and as Solicitor of the Supreme Court of England & Wales (Non-Practicing); Member of the Institute of Company Secretaries of India.</p> <p>As a founder partner at Desai Billimoria & Associates (Advocates & Solicitors) he specializes in advisory, drafting and negotiations in matters relating to Corporate and Commercial law, Financial Instruments and Financial Restructuring, Foreign Collaborations, Foreign Exchange Regulations & Control, Private Equity & Joint Ventures, Mergers & Acquisitions etc.</p> <p>Graduating from the prestigious Sydenham College of Commerce & Economics in Mumbai, he obtained his Law Degree from the Government Law College, Mumbai. He cleared his Solicitor’s Examination and was enrolled as Solicitor of the Supreme Court of India by securing highest marks in all the subjects.</p> |
| Terms and conditions of appointment | To be appointed as an Independent Director of the Company and will not be liable to retire by rotation for three years with effect from December 17, 2023. |
| Remuneration last drawn (including sitting fees if any) | Not Applicable (appointed w.e.f. December 17, 2023) |
| Remuneration proposed to be paid | Sitting fees and Commission in accordance with provisions of applicable laws |
| Date of First appointment on the Board | December 17, 2023 |



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| Shareholding in the Company as on March 31, 2023 | Nil |
| Relationship with other directors / Key Managerial Personnel | Nil |
| Number of meetings of the Board attended during financial Year (2022-23) | Not Applicable (appointed w.e.f. December 17, 2023) |
| Directorship held in other Public companies (excluding Private and Section 8 Companies) as on February 1, 2024 | <ul style="list-style-type: none"> - Nuvoco Vistas Corporation Limited (Listed Company) - Nu Vista Limited - Kokuyo Camlin Limited (Listed Company) |
| Membership/ Chairmanship held in committees of other Public companies (excluding Private and Section 8 Companies) as on February 1, 2024 | <p>Nuvoco Vistas Corporation Limited</p> <ul style="list-style-type: none"> - Audit Committee - Member <p>Kokuyo Camlin Limited</p> <ul style="list-style-type: none"> - Audit Committee – Chairman - Nomination and Remuneration Committee – Chairman - Stakeholder Relationship Committee – Chairman |
| Listed entities from which Mr. Shishir Babubhai Desai has resigned in the past three years | <ul style="list-style-type: none"> - Finolex Cables Limited - Paramount Cosmetics (India) Limited |

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|---|---|
| Mr. Venkata Ramana Murthy Piniseti (DIN: 03483544) | |
| Age | 63 years |
| Qualifications | <p>Bachelor of Commerce</p> <p>Bachelor of Law</p> <p>Post Graduation in Public Administration</p> <p>PhD in Strategic Human Resource Management</p> <p>Advanced Human Resource Management program (Michigan University, USA)</p> <p>Executive master’s in organizational psychology and Change (INSEAD, Singapore)</p> |
| Brief Resume (including expertise in specific functional areas) | <p>Mr. Venkata Ramana Murthy Piniseti is a lawyer, a bestselling author and an academic practitioner in HR and organization development (OD) domains.</p> <p>In his corporate career of about three and a half decades, Dr. Murthy has worked with some of the Fortune 500 and Global organizations. Retiring from the Indian Hotels Company Limited (IHCL), as its Executive Vice President and Global Head Human Resources (CHRO), Dr. Murthy has also served the Coca- Cola Company (TCCC) for a period of 15 years as its Executive Director-Human Resources, a Board level position at Hindustan Coca-Cola Beverages (HCCB).</p> |



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| | <p>During his Coca-Cola stint, Dr. Murthy also handled the global leadership development function for Bottling Investment Group (BIG) and designed and deployed some significant leadership development interventions for the global organization. He has had a rich global experience and exposure in Asia, Europe and USA.</p> <p>Dr. P. V. Ramana Murthy also provides services to multi-national companies as an HR Advisor and Consultant on leadership development, Culture Transformation and Integrated Talent Management Services.</p> <p>An alumnus of INSEAD, Singapore with a master's degree in organizational psychology Dr. Murthy did his Ph.D. in Strategic Human Resource Management from Sri Krishnadevaraya University, Andhra Pradesh. He also attended the Advanced Human Resource Executive Development Program at The University of Michigan, Ross School of Business. Apart from being a qualified Executive Coach (ICFPCC) with a Diploma in Coaching from Noble Manhattan, London, Dr. Murthy is also a certified facilitator/specialist in Ginger's Enneagram, Bob Kegan's Immunity to Change, Gestalt therapy etc.</p> |
| Terms and conditions of appointment | To be appointed as an Independent Director of the Company and will not be liable to retire by rotation for three years with effect from December 17, 2023. |
| Remuneration last drawn (including sitting fees if any) | Not Applicable (appointed w.e.f. December 17, 2023) |
| Remuneration proposed to be paid | Sitting fees and Commission in accordance with provisions of applicable laws |
| Date of First appointment on the Board | December 17, 2023 |
| Shareholding in the Company as on March 31, 2023 | Nil |
| Relationship with other directors / Key Managerial Personnel | Nil |
| Number of meetings of the Board attended during financial Year (2022-23) | Not Applicable (appointed w.e.f. December 17, 2023) |
| Directorship held in other Public companies (excluding Private and Section 8 Companies) as on February 1, 2024 | Nil |
| Membership/ Chairmanship held in committees of other Public companies (excluding Private and Section 8 Companies) as on February 1, 2024 | Nil |



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| Listed entities from which Mr. Venkata Ramana Murthy Piniseti has resigned in the past three years | Nil |
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By Order of the Board

Sd/-

Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai

Date: February 5, 2024

Registered Office:

18th Floor, A Wing, Marathon Futurex

N. M. Joshi Marg, Lower Parel

Mumbai 400 013

CIN: L92132MH1982PLC028767

Email: shareservice@zee.com