

## NOTICE

**Notice** is hereby given that the Thirty Second 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 Friday, the 18th day of July 2014, at 11.00 a.m., to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company - on a standalone and consolidated basis, for the financial year ended 31 March, 2014 including the Balance Sheet as at 31 March, 2014, 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 the pro-rata Dividend paid on the Preference Shares of the Company for the financial year ended 31 March, 2014.
3. To declare Dividend of ₹ 2 per Equity share for the financial year ended 31 March, 2014.
4. To appoint a Director in place of Dr Subhash Chandra (DIN 00031458), who retires by rotation, and being eligible, offers himself for reappointment.
5. To re-appoint M/s MGB & Co., Chartered Accountants, Mumbai, having Firm Registration No. 101169W, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at remuneration to be determined by the Board of Directors of the Company.

### SPECIAL BUSINESS:

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.**

**"RESOLVED** that pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made there under read with Schedule IV of the Act, Prof Sunil Sharma (DIN 06781655) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22 January, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act 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 Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the period up to 21 January, 2017."

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.**

**"RESOLVED** that pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made there under read with Schedule IV of the Act, Prof (Mrs) Neharika Vohra (DIN 06808439) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12 March, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the period up to 11 March, 2017."

8. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.**

**"RESOLVED** that, pursuant to the provisions of Section 149 of the Companies Act, 2013 ('Act') and the rules made there under, Mr Subodh Kumar, IAS (Retd) (DIN 02151793), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22 January, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act 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 Director, be and is appointed as Director of the Company, liable to retire by rotation."

**9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.**

“**RESOLVED** that pursuant to Section 196, 203 and other applicable provisions of Companies Act, 2013 (including corresponding provisions, if any of the Companies Act, 1956) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company hereby accords its approval for appointment of Mr Subodh Kumar (DIN 02151793) as a Whole-Time Director designated as ‘Executive Vice Chairman’ of the Company for a period of 3 years with effect from 1 February, 2014, on such terms and at such remuneration as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER that**

- a) the aggregate of salary, perquisites and allowances of Mr Subodh Kumar, Executive Vice Chairman of the Company in any one financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including applicable rules, if any) as amended from time to time;
- b) in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr Subodh Kumar, Executive Vice Chairman, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013; and
- c) the Board (including any Board Committee exercising powers conferred by this resolution) be and is hereby authorised, in its absolute discretion and from time to time, to fix, within the range of remuneration detailed in the explanatory statement, the salary and other allowances / entitlements including performance bonus / incentive, if any, of Mr Subodh Kumar.”

**10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.**

“**RESOLVED** that pursuant to Section 149, 152 and other applicable provisions of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Lord Gulam Noon (DIN 00391683), Independent Director of the Company who was earlier appointed as a Director retiring by rotation and therefore retires by rotation at this Annual General Meeting, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation for a period up to 31 March, 2017.”

The Register of Members and Share Transfer Books of the Equity Shareholders of the Company will remain closed from Saturday 12 July, 2014 to Friday, 18 July, 2014 (both days inclusive). Share Transfers received in order at the Registered Office of the Company or at the office of the Registrar of the Company, by 5.30 p.m. on 11 July, 2014, will be processed for payment of equity dividend, if declared, to the transferees or their mandatees.

Equity Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid on 23 July, 2014, 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 11 July, 2014 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business day on 11 July, 2014.

By Order of the Board

**M Lakshminarayanan**

*Chief Compliance Officer & Company Secretary*

**Place :** Mumbai

**Date :** 21 May, 2014

**Registered Office:**

Continental Building, 135, Dr Annie Besant Road, Worli, Mumbai 400 018

CIN: L92132MH1982PLC028767

Email:shareservice@zee.esselgroup.com

## NOTICE

### 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, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. 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.
3. 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.
4. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

In connection with appointment / re-appointment of Prof Sunil Sharma, Prof (Mrs) Neharika Vohra and Lord Gulam Noon in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declarations made by each of them that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of opinion that they fulfill the conditions specified in the Act and the rules made there under and they are independent of the management of the Company.

5. Members who are holding Company's shares in dematerialised form are required to bring details of their Beneficiary Account Number for identification.
6. Members who wish to obtain information on the Financial Statements for the year ended 31 March, 2014, may send their queries at least seven days before the AGM to the Chief Compliance Officer & Company Secretary at the registered office of the Company or at Email ID [shareservice@zee.esselgroup.com](mailto:shareservice@zee.esselgroup.com)
7. Equity Dividend for the financial year ended 31 March, 2007, declared by the Company & erstwhile ETC Networks Ltd (now merged with the Company) which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') in October 2014 & August 2014 respectively.

Members, who have not encashed their dividend warrants, issued by the Company and/or ETC Networks Ltd, for the financial year ended 31 March, 2007, or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agent. Members are advised that in terms of provisions of Section 125 of the Companies Act, 2013, the person whose unclaimed dividend is transferred to IEPF shall be entitled to get refund out of the fund in accordance with rules made under Section 125 of Companies Act, 2013.

8. Electronic Copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in permitted mode. The Annual Report may also be accessed in the Company's Corporate Website [www.zeetelevision.com](http://www.zeetelevision.com).
9. Members are requested to notify immediately about any change in their address / e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's

Registrar and Share Transfer Agent, M/s Sharepro Services (India) Pvt. Ltd., at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072 and/or at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai-400 021. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com).

#### 10. E-voting

In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The E-voting period for all items of business contained in this Notice shall commence from Saturday the 12 July, 2014 at 9.00 a.m. and will end on Monday, the 14 July, 2014 at 6.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the cutoff date of 20 June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting there after. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 20 June, 2014.

11. The Company shall appoint an Independent Professional as Scrutiniser to conduct the E-voting in a fair and transparent manner. The Scrutiniser shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinising such votes received shall make a Scrutinisers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

12. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutiniser's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

13. The instructions and process for e-voting are as under:

- Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Now click on 'Shareholders' tab to cast your votes
- Now, select the 'Electronic Voting Sequence Number (EVSN)' along with 'Zee Entertainment Enterprises Limited' from the drop down menu and click on 'SUBMIT'
- Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- Now, fill up the following details in the appropriate boxes:

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PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name Manish Kumar with sequence number 1 then enter MA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the default number 1234 in the Dividend Bank details field.

- ▶ After entering these details appropriately, click on 'SUBMIT'
- ▶ Equity Shareholders holding Equity shares in Physical form will then reach directly to the EVSN selection screen. However Equity Shareholders holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- ▶ Equity Shareholders holding shares in physical form can use these details only for e-voting on the resolutions contained in this Notice.
- ▶ Click on the relevant EVSN on which you choose to vote.
- ▶ On the voting page, you will see Description of Resolution(s) and option for voting Yes/No for voting. Select the option yes or no as desired. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution
- ▶ Click on the Resolution file link if you wish to view the entire Notice.
- ▶ After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- ▶ Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- ▶ You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page
- ▶ If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot password & enter the details as prompted by the system.
- ▶ Institutional Equity Shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutiniser to verify the same.
- ▶ In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to CDSL on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Investor relations officer of the Company on [shareservice@zee.esselgroup.com](mailto:shareservice@zee.esselgroup.com)

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

### Item No. 6

Based on recommendation of the Nomination Committee of the Board of Directors and after reviewing confirmation of independence received, the Board of Directors of the Company at the meeting held on 22 January, 2014 appointed Prof Sunil Sharma, faculty of Strategic Management in Indian Institute of Management, Ahmedabad, as an Additional Director of the Company, in the category of Independent Directors. Pursuant to Section 161(1) of the Companies Act 2013, Prof Sharma holds his office till the date of this Annual General Meeting. Appropriate notice has been received by the Company from a member proposing appointment of Prof Sunil Sharma as Director of the Company and requisite consent has been received from Mr Sunil Sharma pursuant to provisions of Section 152 of the Companies Act 2013. In the opinion of the Board, Prof Sunil Sharma who is proposed to be appointed as an Independent Director of the Company for the period up to 21 January, 2017 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 Prof Sunil Sharma forms part of the Corporate Governance Report.

Your Board recommends the Ordinary resolution as set out in Item No 6 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Prof Sunil Sharma (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

### Item No. 7

Based on recommendation of the Nomination Committee of the Board of Directors and after reviewing confirmation of independence received, the Board of Directors of the Company at the meeting held on 12 March, 2014 appointed Prof (Mrs) Neharika Vohra, faculty in Indian Institute of Ahmedabad in the area of Organisational Behaviour, as an Additional Director of the Company, in the category of Independent Directors. Pursuant to Section 161(1) of the Companies Act 2013, Prof Neharika Vohra holds her office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Prof Neharika Vohra as Director of the Company and requisite consent has been received from Prof Neharika Vohra pursuant to provisions of Section 152 of the Companies Act 2013. In the opinion of the Board, Prof (Mrs) Neharika Vohra who is proposed to be appointed as an Independent Director of the Company for the period up to 11 March, 2017 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 Prof (Mrs) Neharika Vohra forms part of the Corporate Governance Report.

Your Board recommends the Ordinary resolution as set out in Item No 7 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Prof (Mrs) Neharika Vohra (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

### Item No. 8 & 9

At the meeting held on 22 January, 2014, the Board of Directors of the Company had, based on recommendation of Nomination Committee of the Board of Directors, approved appointment of Mr Subodh Kumar, IAS (Retd) as an Additional Director of the Company. Pursuant to Section 161(1) of the Companies Act 2013, Mr Subodh Kumar holds office till the date of this Annual General Meeting and appropriate notice has been received from a member proposing appointment of Mr Subodh Kumar as Director of the Company. Requisite consent has been received from Mr Subodh Kumar pursuant to provisions of Section 152 of the Companies Act 2013.

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Further, at the same meeting held on 22 January, 2014, subject to approval of Members, the Board had approved appointment of Mr. Subodh Kumar as a Whole time Director of the Company designated as Executive Vice Chairman on such terms and at remuneration detailed herein, which is within the limit of 5% of Net profits of the Company as prescribed under Section 197 read with Schedule V of the Companies Act, 2013. The said remuneration was based on the recommendations of the Remuneration Committee.

### (1) Tenure

The appointment of Mr Subodh Kumar as the Executive Vice Chairman shall be valid for a period of 3 years from 1 February, 2014.

### (2) Remuneration

- a) **Salary:** ₹ 15,44,383 (comprising of Basic Salary of ₹ 10,50,000 and Personal Allowance of ₹ 4,94,383) per month in the scale of ₹ 15,00,000 to ₹ 30,00,000 per month, with the authority to the Board of Directors to determine any merit based increase from time to time within the said scale.
- b) **Performance Bonus / Incentive:** Annual Performance Bonus / Incentive as may be approved by the Board based on the performance criteria laid down by the Company.
- c) **Perquisites & Allowances:** In addition to the Salary & Performance Bonus / Incentive, Mr. Subodh Kumar shall be entitled to following perquisites and allowances:
  - i. Company leased accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of Basic Salary as per rules of the Company.
  - ii. Leave Travel Allowance (subject to maximum of 10% of Basic Salary)
  - iii. Medical Reimbursements, Club Fees, Personnel Accident & Medical Insurance, use of chauffeur driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

### d) Overall Remuneration:

The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said or relevant applicable provisions of Companies Act, 2013 for the time being in force.

- e) In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of the Executive Vice Chairman, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 or relevant applicable provisions of Companies Act, 2013.

Brief Profile and other details of Mr Subodh Kumar forms part of the Corporate Governance Report.

Your Board recommends the Ordinary resolutions as set out in Item No 8 & 9 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Subodh Kumar (whose appointment is proposed in these resolutions and who is interested to the extent of remuneration that may be paid to him) are in any way concerned or interested in these resolutions.

**Item No. 10**

Lord Gulam Noon , Independent Director of the Company appointed from 31 January, 2006 and was liable to retire by rotation as per the terms of the said appointment, retires at the ensuing Annual General Meeting in pursuance of applicable provisions of erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of Companies Act, 2013, Lord Gulam Noon is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a term up to 31 March, 2017.

Lord Gulam Noon has provided confirmation about his independence. In the opinion of the Board Lord Noon fulfills the conditions of independence prescribed under Section 149 of Companies Act, 2013.

Brief Profile and other details of Lord Gulam Noon forms part of the Corporate Governance Report.

Your Board is of the opinion that the continued association of Lord Gulam Noon as Independent Director would be of immense benefit to the Company and it is desirable to continue to avail the services of Lord Noon as Independent Director.

Your Board recommends the Ordinary resolution as set out in Item No 10 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Lord Gulam Noon (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution

By Order of the Board

**M Lakshminarayanan**

Chief Compliance Officer & Company Secretary

**Place :** Mumbai

**Date :** 21 May, 2014

**Registered Office:**

Continental Building

135, Dr Annie Besant Road

Worli, Mumbai 400 018

CIN: L92132MH1982PLC028767

Email:shareservice@zee.esselgroup.com