



REPORT ON CORPORATE GOVERNANCE

COMPANY'S GOVERNANCE PHILOSOPHY

The convergence of governance practices brings to the fore the critical role played by the Board to ensure governance framework enjoins higher level of transparency and effective governance standards to enhance the competitiveness and to protect long term interest of all stakeholders. Corporate Governance, which assumes great deal of importance at Zee Entertainment Enterprises Limited (ZEE), is intended to ensure consistent value creation for all its stakeholders. ZEE believes that the governance practices must ensure adherence and enforcement of the sound principles of Corporate Governance with the objectives of fairness, transparency, professionalism, trusteeship and accountability, while facilitating effective management of the businesses and efficiency in operations. The Board is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis.

A report on compliance with the principles of Corporate Governance as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) is given below:

BOARD OF DIRECTORS

Composition & Category of Directors: ZEE has a balanced Board with combination of Executive and Non-Executive Directors. The Board currently comprises of 8 (eight) Directors including 1 (one) Executive Director, 3 (three) Non-Executive Directors and 4 (four) Independent Directors, including 1(one) Women Independent Director. The current composition of the Board is in conformity with Regulation 17(1) of SEBI Listing Regulations as well as the Companies Act, 2013.

Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations. In compliance with the requirements of Companies Act, 2013, the Company has issued formal appointment letters to all the Independent Directors. Details of standard term of appointment of Independent Director has been uploaded on the website of the Company www.zeeentertainment.com

During the financial year under review, 8 (Eight) meetings of the Board were held on May 10, 2017, June 8, 2017, July 24, 2017, September 27, 2017, October 6, 2017, October 24, 2017, January 17, 2018, and March 16, 2018. The annual calendar of meetings for consideration of quarterly financial results is broadly determined at the beginning of each financial year.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the Financial Year 2017-18 and also their other Directorships/ Chairmanship held in Indian Public Companies and Membership/Chairmanship of various Board Committees of other Indian Public Companies as at March 31, 2018 are as under:

| Name of Director | Attendance at | | No of Directorship in other Public Companies as | | No of Committee positions held in other Public Companies as | |
|--------------------------------|----------------------------------|--------------------------------|---|----------|---|----------|
| | Board Meeting (Total 8 Meetings) | 35th AGM held on July 12, 2017 | Member | Chairman | Member | Chairman |
| Independent Directors | | | | | | |
| Sunil Sharma | 8 | No | - | - | - | - |
| Neharika Vohra | 8 | Yes | 1 | - | - | - |
| Manish Chokhani | 8 | Yes | 5 | - | 7 | 2 |
| Adesh Kumar Gupta | 8 | Yes | 4 | - | 2 | - |
| Non-Executive Directors | | | | | | |
| Subhash Chandra | 6 | Yes | 1 | - | - | - |
| Ashok Kurien | 7 | No | 1 | - | 2 | 1 |
| Subodh Kumar | 6 | Yes | - | - | - | - |
| Executive Director | | | | | | |
| Punit Goenka | 8 | Yes | 5 | - | 3 | - |

None of the directors of the Company are related inter-se except for Dr Subhash Chandra, Non-Executive Chairman, who is the father of Mr Punit Goenka, Managing Director & CEO of the Company.

None of the Non-Executive Directors of the Company, except Mr. Adesh Kumar Gupta, and Mr Ashok Kurien hold any securities of the Company. As at March 31, 2018, Mr Adesh Kumar Gupta and Mr Ashok Kurien held 300 and 1,268 equity shares respectively of the Company.

Board Procedure: The Board Meetings of the Company are governed by a structured agenda. The Board meetings are generally held at the Registered and Corporate office of the Company at Mumbai. The Company Secretary in consultation with the Chairman, and the Managing Director & CEO finalizes the agenda of the Board meetings. All major agenda items, backed up by relevant and comprehensive background information, are sent well in advance of the date of the Board meeting(s) to enable the Board members to take informed decision. Any Board Member may, in consultation with the Chairman and with the consent of all Independent Directors present at the meeting, bring up any matter at the meeting for consideration by the Board. Senior management personnel are invited from time to time to the Board meetings to make presentations on relevant issues or provide necessary insights into the operations / working of the Company and corporate strategies.

The Board reviews and guides the Company in strategic matters, risk policy and oversees the process of disclosure and communications to maintain highest standards of ethical conduct and integrity. Additionally, the Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

Independent Directors Meeting & Board Evaluation Process: In compliance with the requirements of Regulation 25 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on March 16, 2018 to review performance of the Chairman, Managing Director and other Non-Independent Directors, to evaluate performance of the Board and review flow of information between the management and the Board. The evaluation process was carried out based on an assessment sheet structured in line with ICSI guidance note and the guidance note issued by SEBI in this regard.

The parameters for evaluation of performance of the Board & Board Committees includes the structure & composition, contents of agenda for the meeting, quality and timelines of information provided, the decision-making process & review thereof, attention to the Company's long term strategic issues, evaluation of strategic risks, overseeing and guiding major plans of action, corporate restructuring, acquisitions, divestment, etc.

The performance of the Independent Directors was also evaluated taking into account (i) the time devoted; (ii) attention given to professional obligations for independent decision making, (iii) acting in the best interests of the Company, (iv) strategic guidance to the Company. (v) help determine important policies, (vi) external expertise provided, (vii) independent judgment that contributes objectively in the Board's deliberations - particularly on issues of strategy, performance and conflict management, etc.

The outcome of the evaluation exercise was discussed at subsequent board meeting. The Board of Directors also expressed satisfaction towards the evaluation process.

Familiarisation Program for Independent Directors: Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programs at the time of their appointment as Directors and at regular intervals through deep-dive on various business segments of the Company. While review and approval of quarterly and annual financial statements of the Company are taken up detailed presentation covering *inter alia* economy and industry overview, key regulatory developments, strategy and performance of individual channels / profit centers is made to the Board. Details of Directors familiarisation program is available on Company's website at www.zeeentertainment.com

Code of Conduct: The Company has adopted a Code of Conduct for the Members of the Board of Directors and Senior Management, and all the Directors and senior functionaries as defined in the said Code provide their annual confirmation of compliance with the Code. Copy of the Code is available on the website of the Company www.zeeentertainment.com. Besides the Code, the Company has also put in place a Policy on Ethics at Work Place which is applicable to all employees. The role and responsibilities of Independent Directors (including Code of Conduct) as prescribed in Schedule IV of the Companies Act, 2013 and/or prescribed in SEBI Listing Regulations forms part of the appointment letters issued to Independent Directors.

A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below:

DECLARATION

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended March 31, 2018.

Punit Goenka
Managing Director & CEO

Mumbai, May 10, 2018

Dividend Distribution Policy: In line with the requirements of SEBI Listing Regulations, the Board has approved and adopted Dividend Distribution Policy, whereby subject to various financial and other parameters, the Board shall be guided by the benchmark payout in the range of 25% to 30% of consolidated net profits of the Company for each financial year. The Dividend Distribution Policy is uploaded on the website of the Company and can be accessed on www.zeeentertainment.com.



BOARD COMMITTEES

Particulars of Meetings of Board Committees held during FY 2017-18 along with attendance of the Members at such Committee Meeting(s) are detailed herein:

| | Audit Committee | Nomination & Remuneration Committee | Stakeholders Relationship Committee | Corporate Social Responsibility Committee | Risk Management Committee |
|-----------------------------|-----------------|-------------------------------------|-------------------------------------|---|---------------------------|
| No of Meetings held | 7 | 4 | 6 | 1 | 2 |
| Directors Attendance | | | | | |
| Subhash Chandra | NA | NA | NA | NA | NA |
| Subodh Kumar | NA | 3/4 | NA | 1/1 | 2/2 |
| Punit Goenka | NA | NA | 6/6 | 1/1 | 2/2 |
| Ashok Kurien | 6/7 | NA | 6/6 | NA | NA |
| Sunil Sharma | 7/7 | NA | NA | 1/1 | NA |
| Neharika Vohra | NA | 4/4 | NA | NA | NA |
| Manish Chokhani | 7/7 | NA | NA | NA | NA |
| Adesh Kumar Gupta | 7/7 | 4/4 | NA | NA | 2/2 |

Note: NA denotes that the director is not a Member of such Committee.

Details of Board Committees are as mentioned herein:

I. AUDIT COMMITTEE

Constitution: As at March 31, 2018, the Audit Committee of the Board comprised of four (4) Directors including Mr Adesh Kumar Gupta, Independent Director as Chairman and Prof Sunil Sharma, Independent Director, Mr Manish Chokhani, Independent Director and Mr Ashok Kurien, Non-Executive Director as its Members.

During the year under review, seven (7) meetings of the Audit Committee were held on May 9, 2017, June 8, 2017, July 24, 2017, September 27, 2017, October 24, 2017, January 17, 2018 and March 16, 2018.

Terms of reference: The Terms of reference and role of the Audit Committee are as per SEBI Listing Regulations and provisions of Section 177 of Companies Act, 2013. The Committee meets periodically and inter alia:

- Reviews Accounting and financial reporting process of the Company;
- Reviews Audited and Un-audited financial results;
- Reviews Internal Audit reports, risk management policies and reports on internal control system;
- Discusses the larger issues that are of vital concern to the Company including adequacy of internal controls, reliability of financial statements/other management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and scientifically carried out in accordance with Company's current business and size of operations;
- Reviews and approves transactions proposed to be entered into by the Company with related parties including any subsequent modifications thereto;
- Reviews functioning of Whistle Blower & Vigil Mechanism Policy; and
- Recommends proposals for appointment and remuneration payable to the Statutory Auditor and Internal Auditor and approves the appointment of Chief Financial Officer.

The Audit Committee also reviews internal financial controls and adequacy of disclosures and compliance with all relevant laws. Additionally, in compliance with requirements of Regulation 24 of SEBI Listing Regulations, the Audit Committee reviews operations of Subsidiary Companies including their financial statements, significant related party

transactions, statement of investments and minutes of meetings of its Board and Committees.

Audit Committee meetings are generally attended by the Managing Director & CEO, Chief Financial & Strategy Officer (replaced by Chief Financial Officer effective August 1, 2017) and representative(s) of Statutory Auditors of the Company. Internal Auditors attend Audit Committee Meetings wherein the Internal Audit reports are considered by the Committee. The Company Secretary acts as the Secretary of the Audit Committee.

II. NOMINATION & REMUNERATION COMMITTEE

Constitution: As at March 31, 2018 the Nomination and Remuneration Committee comprised of Prof (Mrs) Neharika Vohra, Independent Director as Chairperson and Mr Adesh Kumar Gupta, Independent Director and Mr Subodh Kumar, Non-Executive Director as Members.

During the year under review four (4) meetings of the Nomination & Remuneration committee were held on April 4, 2017, May 9, 2017, July 24, 2017 and March 15, 2018.

Terms of reference: The terms of reference of the Nomination and Remuneration Committee include:

- Formulation of guidelines for evaluation of candidature of individuals for nominating and/or appointing as a Director on the Board including but not limited to recommendation on the optimum size of the Board, age / gender / functional profile, qualification / experience, retirement age, number of terms one individual can serve as Director, suggested focus areas of involvement in the Company, process of determination for evaluation of skill sets, etc.
- Formulation of the process for evaluation of functioning of the Board - individually and collectively;
- Recommending nominations / appointments to the Board, including Executive Directors / Independent Directors and/or Members of Board Committees, and suggest the terms of such appointments;
- Recommending all elements of remuneration package of Whole-time Directors including increment / variable pay / special incentive payable to them within the limits approved by the Board / Members; and
- Deciding and approving issuance of Stock Options, including terms of grant etc under the Company's Employee Stock Option Scheme

Remuneration Policy: The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. Focus on productivity and pay-for-performance have been the cornerstones of the Company's reward philosophy with differentiated compensation growth to high-performing employees. With a view to bring performance based growth approach, the remuneration of employees of the Company have been moderated and structured as a mix of fixed and variable pay - in which the Variable Pay ranges between 15% to 25% depending on the grade and level of employee. The Remuneration Policy of the Company has been uploaded and can be accessed on Company's website www.zeeentertainment.com

The increments and variable pay of all employees of the Company is deliberated and approved by the Nomination & Remuneration Committee of the Board. The Nomination & Remuneration Committee considers and recommends for approval of the Board, the compensation package of Managing Director & CEO which *inter alia* includes fixed pay (Salary, Allowances & Perquisites) and Variable Pay in the ratio of 75:25. The compensation packages are in accordance with applicable laws, in line with the Company's objectives, shareholders interest and as per the Industry standards. During the year, the MD & CEO was also paid ₹ 30 Million as a One-time Special Incentive towards his extraordinary contributions towards handling M&A activities including the Sale of Sports Business by the Company.

The Commission paid/payable to the Non-Executive Directors of the Company is in accordance with Shareholders approval and in compliance with the Companies Act, 2013.

Remuneration to Managing Director & CEO: The details of the remuneration paid to Mr Punit Goenka, Managing Director & CEO of the Company during the year ended March 31, 2018 is as under:

| (₹ Millions) | |
|-----------------------------|---------------|
| Particulars | Amount |
| Salary & Allowances | 57.62 |
| Perquisites | 0.04 |
| Variable Pay | 11.18 |
| Special one-time Incentive | 30.00 |
| Provident Fund Contribution | 4.60 |
| Total | 103.44 |

Remuneration to Non-Executive Directors: During financial year 2017-18 Non-Executive Directors were paid sitting fee of ₹ 30,000/- for attending each meeting(s) of the Board and Committees thereof, other than Stakeholders Relationship Committee, Finance Sub-Committee and ESOP Allotment Sub-Committee.

The Non-Executive Directors are additionally entitled to remuneration by way of Commission of up to 1% of net profits of the Company, as approved by the Members at the Annual General Meeting held on July 15, 2015. Within the aforesaid limit, the commission payable each year is determined by the Board based *inter alia* on the performance of, and regulatory provisions applicable to, the Company. As per the current policy, the Company pays equal amount of commission to Non-Executive

Directors on a pro-rata basis.

Details of the Sitting fees paid and Commission payable to the Non-Executive Directors of the Company for Financial year 2017-18 as approved by the Board are as under:

| (₹ Millions) | | | |
|-------------------|-------------------|--------------------|--------------|
| Name of Director | Sitting Fees Paid | Commission Payable | Total |
| Subhash Chandra | 0.18 | 2.75 | 2.93 |
| Subodh Kumar | 0.36 | 2.75 | 3.11 |
| Ashok Kurien | 0.39 | 2.75 | 3.14 |
| Sunil Sharma | 0.48 | 2.75 | 3.23 |
| Neharika Vohra | 0.36 | 2.75 | 3.11 |
| Manish Chokhani | 0.45 | 2.75 | 3.20 |
| Adesh Kumar Gupta | 0.63 | 2.75 | 3.38 |
| Total | 2.85 | 19.25 | 22.10 |

The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationship or transactions with the Company or its directors, senior management, subsidiary or associate, other than in the normal course of business.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

Constitution: As at March 31, 2018, the Stakeholders Relationship Committee of the Board comprised of Mr Ashok Kurien, Non-Executive Director as Chairman and Mr Punit Goenka, Managing Director & CEO as the Member.

During the year under review, Stakeholders Relationship Committee met six (6) times on April 11, 2017, July 7, 2017, October 9, 2017, November 28, 2017, January 4, 2018 and February 22, 2018.

Terms of reference: Terms of reference of the Stakeholders Relationship Committee is to (i) approve issuance of share certificates pursuant to duplicate / remat / renewal requests received by the Company; (ii) review correspondence with the shareholders vis-à-vis legal cases and take appropriate decisions in that regard; (iii) supervise and ensure efficient transfer of equity and preference shares; and (iv) ensure proper and timely attendance of investors' grievances. The Committee has delegated the power of approving requests for transfer, transmission, rematerialisation, and dematerialization etc of shares of the Company in the normal course of business to the executives in the Secretarial Department of the Company. Details of number of requests/complaints received from investors and resolved during the year ended March 31, 2018, are as under:

| Nature of Correspondence | Received | Replied/ Resolved | Pending |
|---|-----------|----------------------|----------|
| Non-receipt of Dividend Warrant(s) | 9 | 9 | 0 |
| Non-receipt of Shares | 6 | 6 | 0 |
| Letter received from SEBI/ Stock Exchanges | 3 | 3 | 0 |
| Complaints received from ROC | 1 | 1 | 0 |
| Total | 19 | 19 | 0 |

IV. RISK MANAGEMENT COMMITTEE

Constitution: As at 31 March 2018, the Risk Management Committee of the Board comprised of Mr Subodh Kumar, Non-Executive Director as its Chairman and Mr Adesh Kumar Gupta, Independent Director, Mr Punit Goenka, Managing Director & CEO, Mr Bharat Kedia, Chief Financial Officer and Mr M Lakshminarayanan, Chief Compliance Officer & Company Secretary as its Members. During the year the Risk Management Committee was re-constituted by nomination of Mr Bharat Kedia as its Member, in place of Mr Mihir Modi w.e.f. August 1, 2017. Post resignation of Mr Bharat Kedia as Chief Financial Officer of the Company on April 29, 2018 he ceased to be a member of the Risk Management Committee.

During the year under review the Committee met twice on May 9, 2017 and January 17, 2018.

Terms of reference: Terms of reference and the scope of the Risk Management Committee *inter alia* include (a) assisting the Board in fulfilling its Corporate Governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational and other risks; (b) approving, implementing and monitoring the risk management framework / plan and associated practices within the Company; and (c) reviewing and approving risk-related disclosures.

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Constitution: In compliance with the requirements of Section 135 read with Schedule VII of the Companies Act 2013, the Board has constituted Corporate Social Responsibility Committee comprising of Mr Subodh Kumar, Non-Executive Director as its Chairman, Prof Sunil Sharma, Independent Director and Mr Punit Goenka, Managing Director & CEO as its Members.

During the year under review the CSR Committee met once on February 21, 2018.

Terms of reference: Terms of reference and the scope of the CSR Committee *inter alia* include (a) to consider and approve the proposals for CSR spends; and (b) review of monitoring reports on the implementation of CSR projects funded by the Company.

VI. OTHER BOARD COMMITTEES

In addition to the above, the Board has constituted following Committees to exercise powers delegated by the Board as per the scope mentioned herein:

i. Finance Sub-Committee: With a view to facilitate monitoring and expediting any debt fund raising process, approve financing facilities that may be offered and/or sanctioned to the Company by various Banks and/or Indian Financial Institutions from time to time and exercising such other authorities as may be delegated by the Board from time to time, the Board has constituted a Finance Sub-Committee

comprising of Mr Punit Goenka, Managing Director & Chief Executive Officer as Chairman and Mr Ashok Kurien, Non-Executive Director as Member. During the year under review, the Finance Sub-Committee met once on February 22, 2018.

ii. ESOP Allotment Sub-Committee: To facilitate allotment of Equity Shares pursuant to exercise of Stock Options granted in accordance with the Company's ESOP Scheme, by the Nomination & Remuneration Committee had constituted an ESOP Allotment Sub-Committee comprising of Mr Ashok Kurien, Non-Executive Director as Chairman, Mr Punit Goenka, Managing Director & CEO and Mr M Lakshminarayanan, Chief Compliance Officer & Company Secretary as Members. During the year under review the ESOP Allotment Sub-Committee met once on November 15, 2017.

iii. Corporate Management Committee: To facilitate grant of authorisations for managing day-to-day affairs of the Company, the Board has constituted a Corporate Management Committee comprising of Senior Management Personnel of the Company. As at March 31, 2018, the Corporate Management Committee comprised of Mr Punit Goenka, Managing Director & CEO as Chairman, Mr Punit Misra, CEO - Domestic Broadcast Business, Mr Bharat Kedia, CFO and Mr M Lakshminarayanan, Chief Compliance Officer & Company Secretary as Members. Post resignation of Mr Bharat Kedia as Chief Financial Officer of the Company on April 29, 2018 he ceased to be a member of the Corporate Management Committee. The Corporate Management Committee meet as and when required to deliberate and decide on various matters within their respective scope or powers delegated by the Board.

GENERAL MEETINGS

The 36th Annual General Meeting of the Company for the Financial Year 2017-18 will be held on Tuesday July 17, 2018 at 4.00 PM at Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025.

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed at these meetings are:

| Year | Date and Time | Special Resolutions passed | Venue |
|---------|----------------------|--|--|
| 2016-17 | 12.07.2017 - 11 a.m. | Re -appointment of Mr Manish Chokhani as Independent Director for Second term Maintenance of register of members at the office of Registrar and Share Transfer Agent instead of Registered Office of the Company | Nehru Auditorium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018. |
| 2015-16 | 26.07.2016 - 11 a.m. | Re appointment of Prof. Sunil Sharma as Independent Director for second term. Re appointment of Prof. (Mrs) Neharika Vohra as Independent Director for second term. Maintenance of register of members at the office of Registrar and Share Transfer Agent instead of Registered Office of the Company | |
| 2014-15 | 15.07.2015 - 11 a.m. | Payment of commission to Non-Executive Directors for a period of 5 years | |

All the above special resolutions were passed with requisite majority.

Particulars of Resolutions passed through Postal Ballot during Financial year 2017-18 are as detailed herein:

Meetings of Equity and Preference Shareholders were convened and held on May 9, 2017 pursuant to directions of the Mumbai Bench of Hon'ble National Company Law Tribunal. In pursuance to the said directions, the Company had in connection with the Resolution proposed in the said Meetings provided facility of Remote e-voting and Postal Ballot Voting to the Shareholders before the Meeting and on Poll at the Meeting.

Relevant particulars in connection with voting in this regard are mentioned herein:

Equity Shareholders Meeting

| Particulars of Resolution | Date of Result : May 9, 2017 | |
|--|---|--------------------|
| | Details of Votes cast (No. of shares and % of total shares for which votes were cast) | |
| | For | Against |
| Resolution approving Composite Scheme of Arrangement pursuant to Sections 230 to 233 and other applicable provisions of the Companies Act, 2013 among Reliance Big Broadcasting Private Limited and Big Magic Limited and Azalia Broadcast Private Limited and Zee Entertainment Enterprises Limited and their respective Shareholders and Creditors | 800,317,632 (99.9998%) | 1,400 (0.0002%) |

Mrs Vinita Nair, Partner of M/s Vinod Kothari & Company., Company Secretaries, was appointed as a Scrutinizer in respect of the aforesaid resolution. The above resolution was passed with requisite majority.

Preference Shareholders Meeting

| Particulars of Resolution | Date of Result : May 9, 2017 | |
|--|---|---------------------|
| | Details of Votes cast (No. of shares and % of total shares for which votes were cast) | |
| | For | Against |
| Resolution approving Composite Scheme of Arrangement pursuant to Sections 230 to 233 and other applicable provisions of the Companies Act, 2013 among Reliance Big Broadcasting Private Limited and Big Magic Limited and Azalia Broadcast Private Limited and Zee Entertainment Enterprises Limited and their respective Shareholders and Creditors | 802,268,335 (99.9879%) | 97,367 (0.0121%) |

Mrs Vinita Nair, Partner of M/s Vinod Kothari & Company, Company Secretaries, was appointed as a Scrutinizer in respect of the aforesaid resolution. The above resolution was passed with requisite majority.

None of the resolutions proposed in the ensuing Annual General Meeting need to be passed by Postal Ballot.

OTHER DISCLOSURES

- All transactions entered into by the Company with related parties during the financial year 2017-18 were in ordinary course of business and on arms-length basis. The related party transactions undertaken by the Company during the year under review were in compliance with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations. The details of the Related Party Transactions

are set out in the Notes to Financial Statements forming part of the Annual Report. All ongoing related party transactions along with the estimated transaction value and terms thereof are approved by the Audit Committee before the commencement of financial year and thereafter reviewed on quarterly basis by the Audit Committee.

In compliance with the requirements of Regulation 23 of Listing Regulations, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on www.zeeentertainment.com

There are no materially significant related party transactions between the Company and its promoters, directors or key management personnel or their relatives, having any potential conflict with interests of the Company at large.

- ii. As per Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of Conduct or ethics policy. This Policy (copy of which is uploaded on the website of the Company) safeguards whistleblowers from reprisals or victimization. Your Board affirms that no personnel has been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.
- iii. In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. Mr M Lakshminarayanan, Chief Compliance Officer & Company Secretary of the Company is Compliance Officer for the purposes of Insider Trading Code.
- iv. The Company does not have any material non-listed Subsidiary in terms of Regulation 16 of SEBI Listing Regulations. A detailed secretarial activity report along with the minutes of the Meetings of Subsidiaries are placed before the Board at the meeting on periodical basis. The Audit Committee reviews the financial statements including investments by the unlisted subsidiaries. The policy on determining material subsidiaries has been uploaded and can be accessed on the website of the Company at www.zeeentertainment.com.

Additionally, the Board has in accordance with the requirements of Companies Act, 2013 and SEBI Listing Regulations approved and adopted various other policies including Material Events Determination and Disclosure Policy, Document Preservation Policy, Corporate Social Responsibility Policy etc. These policies can be viewed on Companies Website at www.zeeentertainment.com

- v. There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years.
- vi. The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of SEBI Listing Regulations, as amended. The status of compliance with non-mandatory requirements of SEBI Listing Regulations are as detailed hereunder:
 - a) Audit Qualification - The financial statements of the Company are unqualified.
 - b) Chairman's Office - An office with requisite facilities is provided and maintained at the Company's expense for use by its Non-Executive Chairman. The Company also reimburses all travel and other expenses incurred in his furthering the Company's business interests.
 - c) Separate posts of Chairman and CEO - The Board currently consists of separate Chairman who is a Non-executive member of the Board and a Managing Director who is also a Chief Executive Officer of the Company.

MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's corporate website www.zeeentertainment.com The quarterly, half yearly and annual financial results and other statutory information were generally communicated to the shareholders by way of publication in leading English newspapers viz. Daily News & Analysis (DNA), Business Standard and in a vernacular language newspaper viz. 'Punya Nagari (Marathi)' as per requirements of the Listing Regulations. The financial and other information are filed by the Company on electronic platforms of NSE and BSE.

In compliance with Regulation 46 of SEBI Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, quarterly / half-yearly / annual financial statements, Shareholding patterns, Stock Exchange filing along with applicable policies of the Company. The Company's official press releases, presentations made to institutional investors or to the analysts and transcripts of Con-call are also available on Company's website, www.zeeentertainment.com

Management Discussions and Analysis Report and Business Responsibility Report forming part of annual report are annexed separately.

GENERAL SHAREHOLDER INFORMATION

| | | |
|-----|---|--|
| 1. | Date, Time and Venue of Shareholder's Meeting | Meeting : 36th Annual General Meeting Day & Date : Tuesday - 17th day of July, 2018 Time : 4 PM Venue : Ravindra Natya Mandir, Nr. Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400 025 |
| 2. | Financial Year | 2017-2018 |
| 3. | Record Date | July 10, 2018 |
| 4. | Dividend Payment Date | On or before July 23, 2018 |
| 5. | Registered office | 18th Floor, A Wing, Marathon Futurex, N M Joshi Marg Lower Parel, Mumbai - 400 013 India Tel: +91-22-7106 1234 Fax:+91-22-2300 2107 Website : www.zeeentertainment.com |
| 6. | Corporate Identity Number | L92132MH1982PLC028767 |
| 7. | Listing on Stock Exchanges | BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai 400 051 Company has paid requisite Listing Fees to the Stock Exchanges for FY 2017-18. |
| 8. | Stock Code | BSE 505537(Equity) 717503 (Preference) NSE ZEEL EQ (Equity) ZEEL-P2(Preference) Reuters - ZEE.BO (BSE) / ZEE.NS (NSE) Bloomberg - Z IN (BSE) / NZ IN (NSE) |
| 9. | ISIN No. | Equity - INE256A01028 Preference Shares -INE256A04022 |
| 10. | Registrar & Share Transfer Agent | Link Intime India Pvt Ltd C-101, 247 Park, L B S Marg, Vikhroli West Mumbai 400 083 India Tel: +91-22-4918 6000 Fax: +91-22-4918 6060 E.Mail: rnt.helpdesk@linkintime.co.in |

11. TRANSFER OF UNCLAIMED DIVIDEND / SHARES TO IEPF

As per Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended (IEPF Rules) Final Dividend for the Financial Year ended March 31, 2011, which remains unpaid or unclaimed, will become due to be transferred to the Investor Education and Protection Fund (IEPF) on completion of 7 (seven) years in October 2018. Members who have not encashed their dividend warrant(s) issued by the Company for FY 2010-11 and any subsequent financial year(s), are requested to seek issue of duplicate warrant(s) by writing to the Registrar and Share Transfer Agent of the Company.

Information in respect of unclaimed dividend of the Company for the subsequent financial years and date(s) when due for transfer to IEPF is given below:

| Financial Year Ended | Date of Declaration of Dividend | Last date for Claiming unpaid Dividend | Due date for transfer to IEPF |
|----------------------|---------------------------------|--|-------------------------------|
| 31.03.2011 | 10.08.2011 | 09.09.2018 | 08.10.2018 |
| 31.03.2012 | 20.07.2012 | 21.08.2019 | 20.09.2019 |
| 31.03.2013 | 25.07.2013 | 30.08.2020 | 28.09.2020 |
| 31.03.2014 | 18.07.2014 | 23.08.2021 | 22.09.2021 |
| 31.03.2015 | 15.07.2015 | 20.08.2022 | 19.09.2022 |
| 31.03.2016 | 26.07.2016 | 31.08.2023 | 30.09.2023 |
| 31.03.2017 | 12.07.2017 | 17.08.2024 | 16.09.2024 |



During the year under review, besides transfer of unclaimed dividend(s) pertaining to FY 2009-10, pursuant to the IEPF Rules the Company had also transferred 113,370 Unclaimed Equity Shares of ₹ 1 each to the beneficiary account of IEPF Authority. The Unclaimed Dividend and/or the Equity Shares transferred to IEPF can be claimed by the Shareholders from IEPF authority after following due process prescribed in IEPF Rules.

12. SHARE TRANSFER SYSTEM

Requests for physical transfer and/or for dematerialization of Equity/ Preference Shares received by the Company and/or its Registrar are generally registered and returned within a period of 7 days from the date of receipt of completed and validly executed documents.

13. DEMATERIALIZATION OF SHARES & LIQUIDITY

The Company's Equity and Listed Preference Shares are compulsorily traded in electronic (dematerialized) form on NSE and BSE. As at March 31, 2018, 99.86% of the Equity Share Capital and 99.84% of the Listed Preference Share Capital of the Company are held in electronic form. Under the Depository system, the ISIN allotted to Company's Equity Shares is INE256A01028 and Listed Preference Shares is INE256A04022. Entire equity and preference shareholding of the entities forming part of promoter/promoter group in the Company is held in dematerialized form.

14. SUB-DIVISION/ CONSOLIDATION/ REDEMPTION OF SHARES

Sub-division of Equity Shares: Pursuant to the approval of the members at the Meeting held on October 25, 1999, the Company had sub-divided the nominal face value of its equity shares from ₹ 10/- per share to ₹ 1 per share, with effect from December 6, 1999. From this day onwards trading in equity shares of ₹ 1 each commenced and consequently the equity shares of ₹ 10 each ceased to trade on the exchanges.

Shareholders who could not exchange their old Equity certificates held in physical form earlier for the new certificates and who are desirous of exchanging the same, should write to the Company or its Registrar and Share Transfer agent requesting for sub-divided share certificate and attaching old share certificate in original.

Consolidation of Face Value of Preference Shares: In accordance with the approval accorded by the Equity & Preference Shareholders, the face value of Listed Preference Shares of the Company was consolidated from ₹1 to ₹10 each vide Corporate Action dated April 1, 2016.

Accordingly, all listed preference shares of ₹1 each held in demat mode as at the record date of March 31, 2016 were cancelled and replaced with Preference Shares of ₹10 post such consolidation. The Preference Share Certificates of ₹1 held in physical mode as at the Record date of March 31, 2016 stood cancelled and fresh preference share certificates of ₹10 each were issued to the registered preference shareholders upon consolidation.

Partial Redemption of Preference Shares: As per terms of issue of Listed 6% Cumulative Redeemable Non-Convertible Preference Shares of ₹10/- each issued as Bonus in 2014, 20% of the Nominal value of such Preference Shares were redeemed on the 4th anniversary and the Redemption value of ₹2 per share was remitted to the Preference Shareholders of the Company as at the Record date of March 5, 2018. Consequent to the Partial Redemption of Preference Shares, face value of Preference Shares stood reduced from ₹10 to ₹8 on and from March 6, 2018. The aforesaid reduction in face value of Preference Shares was effected on the Shares held in Demat mode by way of a Corporate Action on March 6, 2018. The Preference Shares Certificates of ₹10 held in physical mode as at the Record date of March 6, 2018 stood cancelled and fresh Preference Share Certificates of ₹8 each were issued to registered Preference Shareholders.

15. SHARES HELD IN SUSPENSE

Pursuant to Regulation 39(4) of SEBI Listing Regulation 2015, details in respect of the physical shares, which were issued by the Company from time to time and lying in the suspense account is as under:

| Description | Equity Shares | | Preference Shares | |
|--|------------------------|------------------|------------------------|------------------|
| | Number of shareholders | Number of Shares | Number of shareholders | Number of Shares |
| Aggregate number of shareholders and the outstanding shares in the suspense account as at April 1, 2017 | 339 | 175,477 | 0 | 0 |
| Fresh undelivered cases during the financial year 2017-18 | 0 | 0 | 133 | 278,868 |
| Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2018 | 6 | 1,668 | 0 | 0 |
| Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2018 | 6 | 1,668 | 0 | 0 |
| Number of Unclaimed Shares transferred to the Demat Account of IEPF Authority during FY 2017-18 | 116 | 45,629 | NA | NA |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2018 | 217 | 128,180 | 133 | 278,868 |

The voting rights on the shares outstanding in the suspense account as on March 31, 2018 shall remain frozen till the rightful owner of such shares claims the shares.

16. SHAREHOLDERS' CORRESPONDENCE

The Company has attended to all the investors' grievances /queries/ information requests except for the cases where the Company is restrained due to some pending legal proceedings or court/statutory orders.

It is the endeavor of the Company to reply all letters / communications received from the shareholders within a period of 5 working days.

All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given above. In case any shareholder, is not satisfied with the response or did not get any response within reasonable period, they may approach the Chief Compliance Officer & Company Secretary of the Company.

17. OUTSTANDING CONVERTIBLE SECURITIES

The Company has not issued any Convertible Securities in the past and hence as on March 31, 2018, the Company does not have any outstanding convertible Securities.

18. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Since the Company is engaged in broadcasting business, there are no risk associated with Commodity Price. Further the Company has not carried out any activity for hedging of foreign exchange risk.

19. EQUITY SHARE CAPITAL BUILD-UP

| Particulars | No. of shares issued | Date of issue |
|---|----------------------|---------------|
| Initial shareholding at the time of change of name of the Company from Empire Holdings Ltd to Zee Telefilms Ltd | 744,000 | 08.09.1992 |
| Right Issue | 8,928,000 | 15.06.1993 |
| Public Issue | 9,000,000 | 10.09.1993 |
| Allotment under ESOP | 160,000 | 09.06.1999 |
| Allotment under ESOP | 190,000 | 10.07.1999 |
| Allotment under ESOP | 396,880 | 30.09.1999 |
| Issued for acquisition of stake in overseas Company by way of Share Swap | 19,418,880 | 30.09.1999 |
| Sub-Division of Shares from ₹ 10 each to ₹ 1 each | 388,377,600 | 23.12.1999 |
| Issued for acquisition of stake in Indian and overseas Company, partly, by way of Share Swap | 16,127,412 | 24.01.2000 |
| Allotment on Preferential basis | 4,100,000 | 31.03.2000 |
| Allotment on Preferential basis | 3,900,000 | 24.04.2000 |
| Allotment on conversion of FCCB | 111,237 | 29.03.2006 |
| Allotment on conversion of FCCB during FY 2006-07 | 20,950,516 | Various dates |
| Allotment on conversion of FCCB during FY 2008-09 | 440,346 | Various dates |
| Issued to shareholders of Zee News Ltd pursuant to Scheme | 50,476,622 | 20.04.2010 |
| Issued to shareholders of ETC Networks Ltd pursuant to Scheme | 4,413,488 | 23.09.2010 |
| Issued to shareholders of 9X Media Pvt Ltd pursuant to the Scheme | 140,844 | 08.11.2010 |
| Bonus Issue in ratio of 1:1 | 489,038,065 | 15.11.2010 |
| Allotment under ESOP Scheme during FY 2011-12 | 66,800 | Various dates |
| Less Equity Shares Extinguished in pursuance to Buyback during financial year 2011-12 | (19,372,853) | Various dates |
| Less Equity Shares Extinguished in pursuance to Buyback during financial year 2012-13 | (4,812,357) | Various dates |
| Allotment under ESOP Scheme during FY 2013-14 | 6,491,000 | Various dates |
| Allotment under ESOP Scheme | 4,900 | 15.11.2017 |
| Issued and Paid-up Capital as at March 31, 2018 | 960,453,620 | |



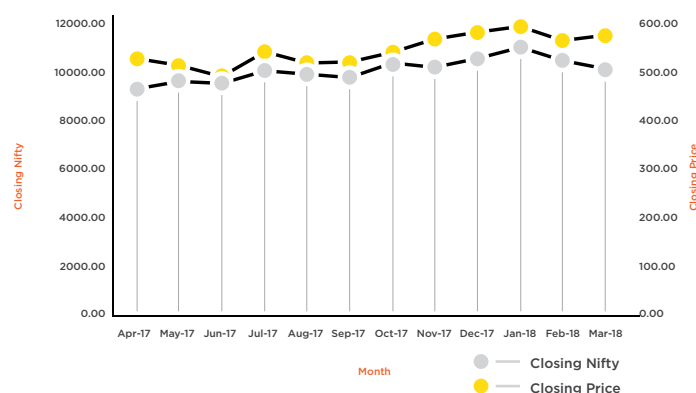
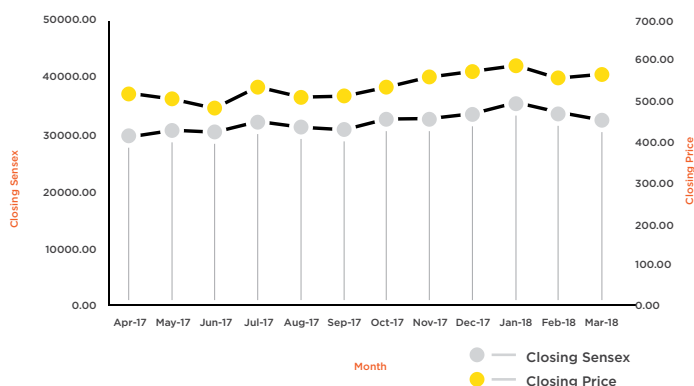
20. STOCK MARKET DATA RELATING TO EQUITY SHARES AND PREFERENCE SHARES LISTED IN INDIA

| Equity Shares | | BSE | | | NSE | | |
|----------------|----------|---------|-------------------------|----------|---------|-------------------------|--|
| Month | High (₹) | Low (₹) | Volume of Shares Traded | High (₹) | Low (₹) | Volume of Shares Traded | |
| April 2017 | 554.30 | 515.50 | 1609968 | 555.00 | 515.70 | 22741230 | |
| May 2017 | 549.90 | 494.50 | 2666716 | 548.25 | 493.85 | 52292919 | |
| June 2017 | 529.10 | 479.95 | 1919217 | 529.40 | 480.00 | 37517130 | |
| July 2017 | 561.00 | 488.00 | 5880715 | 560.00 | 458.10 | 43719913 | |
| August 2017 | 550.90 | 501.00 | 2380951 | 550.50 | 500.20 | 42494114 | |
| September 2017 | 551.15 | 515.00 | 7983173 | 551.05 | 516.70 | 38699416 | |
| October 2017 | 550.00 | 477.25 | 2979279 | 550.75 | 477.00 | 66190453 | |
| November 2017 | 595.85 | 525.00 | 3815888 | 596.65 | 493.90 | 51747677 | |
| December 2017 | 593.50 | 554.00 | 1794237 | 594.30 | 553.20 | 30646850 | |
| January 2018 | 619.35 | 575.00 | 19046145 | 619.00 | 574.70 | 69880447 | |
| February 2018 | 600.50 | 554.00 | 1402593 | 600.45 | 553.40 | 25016184 | |
| March 2018 | 595.90 | 547.20 | 1846381 | 597.00 | 546.95 | 31086748 | |

| Preference Shares | | BSE | | | NSE | | |
|-------------------|----------|---------|-------------------------|----------|---------|-------------------------|--|
| Month | High (₹) | Low (₹) | Volume of Shares Traded | High (₹) | Low (₹) | Volume of Shares Traded | |
| April 2017 | 10.66 | 9.31 | 4325889 | 9.60 | 9.30 | 1368972 | |
| May 2017 | 10.00 | 9.40 | 20609604 | 9.65 | 9.40 | 11932258 | |
| June 2017 | 9.68 | 9.47 | 23751523 | 10.35 | 9.45 | 5388731 | |
| July 2017 | 9.70 | 9.50 | 43346573 | 9.70 | 9.50 | 10984835 | |
| August 2017 | 9.70 | 9.56 | 28821953 | 9.75 | 9.55 | 3371685 | |
| September 2017 | 9.84 | 9.65 | 30971033 | 9.95 | 9.65 | 5750929 | |
| October 2017 | 9.99 | 9.75 | 7173958 | 10.95 | 9.70 | 9063321 | |
| November 2017 | 11.00 | 9.85 | 3875409 | 10.05 | 9.85 | 3979732 | |
| December 2017 | 10.04 | 9.95 | 9974953 | 10.50 | 9.90 | 6173950 | |
| January 2018 | 10.04 | 9.97 | 51414157 | 10.20 | 9.95 | 25106754 | |
| February 2018 | 10.04 | 9.86 | 35631417 | 10.30 | 9.75 | 39798911 | |
| March 2018 * | 8.04 | 7.50 | 96726950 | 8.25 | 7.45 | 9940800 | |

* Consequent to Partial redemption of Preference shares carried out on March 5, 2018, the face value of Preference shares stood reduced to ₹ 8/- per Preference Share

21. RELATIVE PERFORMANCE OF EQUITY SHARES VS. BSE SENSEX & NIFTY INDEX



22. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2018

| No. of Equity Shares | Equity | | | |
|----------------------|---------------|---------------|--------------------|---------------|
| | Share Holders | | No. of Shares | |
| | Number | % of Holders | Number | % of Capital |
| Up to 5000 | 92,781 | 98.72 | 14,860,104 | 1.55 |
| 5001 - 10000 | 253 | 0.27 | 1,825,372 | 0.19 |
| 10001-20000 | 190 | 0.20 | 2,767,955 | 0.29 |
| 20001-30000 | 90 | 0.10 | 2,188,742 | 0.23 |
| 30001-40000 | 61 | 0.06 | 2,095,214 | 0.21 |
| 40001-50000 | 46 | 0.05 | 2,086,792 | 0.21 |
| 50001-100000 | 131 | 0.14 | 9,471,396 | 0.99 |
| 100001 and Above | 430 | 0.46 | 925,158,045 | 96.33 |
| Total | 93,982 | 100.00 | 960,453,620 | 100.00 |

| No. of Preference Shares | Preference | | | |
|--------------------------|---------------|---------------|----------------------|--------------------|
| | Share Holders | No. of Shares | % of shareholding | No. of shares held |
| | Number | % of Holders | Number | % of Capital |
| Up to 5000 | 77,610 | 97.38 | 24,101,650 | 1.20 |
| 5001 - 10000 | 550 | 0.69 | 4,141,685 | 0.20 |
| 10001-20000 | 310 | 0.39 | 4,402,412 | 0.22 |
| 20001-30000 | 171 | 0.21 | 4,200,923 | 0.21 |
| 30001-40000 | 92 | 0.12 | 3,226,682 | 0.16 |
| 40001-50000 | 106 | 0.13 | 4,960,359 | 0.25 |
| 50001-100000 | 173 | 0.22 | 13,200,000 | 0.65 |
| 100001 and Above | 685 | 0.86 | 1,958,708,601 | 97.11 |
| Total | 79,697 | 100.00 | 2,016,942,312 | 100.00 |



23. CATEGORIES OF SHAREHOLDERS AS ON MARCH 31, 2018

| No. of Equity Shares | Equity | | Preference | |
|---------------------------------------|-------------------|--------------------|-------------------|----------------------|
| | % of shareholding | No. of shares held | % of shareholding | No. of shares held |
| Promoters | 41.62 | 399,760,212 | 10.37 | 209,071,220 |
| Individuals / HUF | 1.87 | 17,992,981 | 20.93 | 422,178,491 |
| Domestic/Central Government Companies | 3.71 | 35,616,754 | 42.51 | 857,373,285 |
| FIs, Mutual funds, trust and Banks | 11.19 | 107,435,258 | 10.15 | 204,802,303 |
| FII, OCBs & NRI | 41.61 | 399,648,415 | 16.04 | 323,517,013 |
| Total | 100.00 | 960,453,620 | 100.00 | 2,016,942,312 |

24. PARTICULARS OF SHAREHOLDING

a) Promoter Shareholding as on March 31, 2018

EQUITY SHARES

| Sr | Name of Shareholder | No of Shares held | % of shareholding |
|----|--|--------------------|-------------------|
| 1 | Essel Media Ventures Ltd, Mauritius | 102,888,286 | 10.71 |
| 2 | Essel International Ltd, Mauritius | 23,000,000 | 2.39 |
| 3 | Sprit Infrapower & Multiventures Pvt. Ltd. | 400 | 0.00 |
| 4 | Essel Corporate LLP | 725,000 | 0.07 |
| 5 | Essel Infraprojects Ltd. | 100 | 0.00 |
| 6 | Essel Holdings Limited, Mauritius | 31,733,518 | 3.31 |
| 7 | Cyquator Media Services Pvt. Ltd | 241,412,908 | 25.14 |
| | Total | 399,760,212 | 41.62 |

PREFERENCE SHARES

| Sr | Name of Shareholder | No of Shares held | % of shareholding |
|----|--|--------------------|-------------------|
| 1 | Sprit Infrapower & Multiventures Pvt. Ltd. | 146,910,800 | 7.28 |
| 2 | Essel Infraprojects Ltd. | 210 | 0.00 |
| 3 | Veena Investment Pvt. Ltd | 210 | 0.00 |
| 4 | Cyquator Media Services Pvt. Ltd. | 62,160,000 | 3.09 |
| | Total | 209,071,220 | 10.37 |

b) Top ten (10) Public Shareholding as on March 31, 2018

EQUITY SHARES

| Sr | Name of Shareholder | No of Shares held | % of shareholding |
|----|---|--------------------|-------------------|
| 1 | Oppenheimer Developing Markets Fund | 65,300,739 | 6.80 |
| 2 | Life Insurance Corporation of India | 46,946,402 | 4.89 |
| 3 | Virtus Vontabel Emerging Markets Opportunities Fund | 17,644,930 | 1.84 |
| 4 | ICICI Prudential Balanced Fund | 16,015,458 | 1.67 |
| 5 | Vanguard International Growth Fund | 15,971,869 | 1.66 |
| 6 | Aditya Birla Sun Life Trustee Pvt Ltd | 11,448,268 | 1.19 |
| 7 | Government of Singapore | 10,416,636 | 1.08 |
| 8 | Vontobel Fund - Emerging Markets Equity | 10,385,592 | 1.08 |
| 9 | Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds | 9,042,861 | 0.94 |
| 10 | Abu Dhabi Investment Authority | 8,438,733 | 0.88 |
| | Total | 211,611,488 | 22.03 |

PREFERENCE SHARES

| Sr | Name of Shareholder | No of Shares held | % of shareholding |
|----|---|--------------------|-------------------|
| 1 | Shree Cement Ltd | 209,561,622 | 10.39 |
| 2 | Oppenheimer Developing Markets Fund | 189,591,305 | 9.40 |
| 3 | ICICI Prudential Life Insurance Company Ltd | 141,599,758 | 7.02 |
| 4 | Edelweiss Alpha Fund Scheme I | 81,098,266 | 4.02 |
| 5 | Dishman Carbogen Amcis Limited | 40,000,000 | 1.98 |
| 6 | SBI Life Insurance Co. Ltd | 37,766,607 | 1.87 |
| 7 | Symphony Limited | 35,000,000 | 1.74 |
| 8 | Unifi AIF | 33,255,168 | 1.65 |
| 9 | IIFL Income Opportunities Series Debt Advantage | 31,800,000 | 1.58 |
| 10 | Reliance Nippon Life Asset Management Limited | 29,860,000 | 1.48 |
| | Total | 829,532,726 | 41.13 |

Note: Equity & Preference Shareholding is consolidated based on Permanent Account Number (PAN) of the Shareholder



AUDITORS' CERTIFICATE

TO THE MEMBERS OF
ZEE ENTERTAINMENT ENTERPRISES LIMITED

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This Certificate is issued in accordance with the terms of our engagement letter dated July 14, 2017.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the statutory auditors of ZEE ENTERTAINMENT ENTERPRISES LIMITED ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2018.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

A.B. Jani
Partner
(Membership No. 46488)

Place: Mumbai
Date: May 10 2018