



Ref: NSE/LIST/10395

March 02, 2017

The Company Secretary,
Zee Entertainment Enterprises Limited
18th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai 400013

Kind Attn.: Mr. M Lakshminarayanan

Dear Sir,

Sub: Observation letter for Composite Scheme of Arrangement 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

This has reference to the Composite Scheme of Arrangement 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 submitted to the Exchange vide application dated December 21, 2016.

Based on our letter reference no NSE/LIST/100918 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CDM/16/2015 dated November 30, 2015, SEBI has vide letter dated March 01, 2017, has given following comments on the draft Scheme of Amalgamation:

“a) The company shall duly comply with various provisions of the Circulars.”

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the Hon’ble High Court / NCLT”

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (LODR) Regulations 2015, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from March 02, 2017, within which the Scheme shall be submitted to the Hon’ble High Court / NCLT. Further pursuant to the above cited SEBI circular upon sanction of the Scheme by the Hon’ble High Court / NCLT, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court / NCLT;
- b. Result of voting by shareholders for approving the Scheme;



- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure III of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Ltd.


Divya Poojari
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm