



Extraordinary Together



October 14, 2022

To,  
The Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001  
BSE Scrip Code Equity: 505537

The Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai- 400 051  
NSE Symbol: ZEEL EQ

Dear Madam/Sir,

**Sub: Intimation under Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') - Summary of proceedings, Details of voting Results and Consolidated Report of the Scrutinizer of the NCLT convened meeting of the Equity Shareholders of Zee Entertainment Enterprises Limited ('Company') held on October 14, 2022**

**Ref: Composite Scheme of Arrangement amongst Zee Entertainment Enterprises Limited, Bangla Entertainment Private Limited, and Culver Max Entertainment Private Limited (formerly Sony Pictures Networks India Private Limited), and their respective shareholders and creditors ('Scheme')**

In connection with the meeting of the equity shareholders of the Company, convened pursuant to the Order dated August 24, 2022 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, held today i.e. Friday, October 14, 2022, at 4:00 p.m. (IST) through Video Conference ('VC')/ Other Audio Visual Means ('OAVM') ('Meeting') for the purpose of considering and approving the Scheme, we wish to inform you that resolution set forth at the said meeting has been duly passed with requisite majority.

In this regard, please find enclosed the following:

1. Summary of proceedings of the Meeting pursuant to Regulation 30 and Part A of Schedule III of SEBI Listing Regulations as **Annexure - 1;**
2. Details of voting results of the Meeting pursuant to Regulation 44 of the SEBI Listing Regulations as **Annexure - 2;**
3. Consolidated Report of the Scrutinizer dated October 14, 2022, on remote e-voting and e-voting during the Meeting as **Annexure - 3.**

The abovementioned voting results will also be available on the website of the Company at [www.zee.com](http://www.zee.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Zee Entertainment Enterprises Limited

Regd. Office : 18th Floor, A-Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013, India  
P. +91 22 7106 1234 | F. +91 22 2300 2107 | CIN : L92132MH1982PLCO28767 | [www.zee.com](http://www.zee.com)



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This is for your information and records.

Thanking You,

Yours faithfully,  
For Zee Entertainment Enterprises Limited

ASHISH  
RAMESH  
AGARWAL

Digitally signed by Ashish Ramesh Agarwal  
DN: cn=Ashish Ramesh Agarwal, o=Zee Entertainment Enterprises Limited, ou=Zee Entertainment Enterprises Limited, email=ashish@zee.com, c=IN  
Date: 2023.08.10 11:45:35 +05'30'

Ashish Agarwal  
Company Secretary  
FCS6669

Encl: As above

**Zee Entertainment Enterprises Limited**

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## Annexure - 1

### Summary of Proceedings of NCLT convened meeting of the Equity Shareholders of the Company held on October 14, 2022

The meeting of the equity shareholders of the Company, convened pursuant to the Order dated August 24, 2022 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, held on Friday, October 14, 2022, through Video Conferencing/Other Audio Visual Means ('Meeting') for the purpose of considering and approving the Composite Scheme of Arrangement amongst Zee Entertainment Enterprises Limited, Bangla Entertainment Private Limited, and Culver Max Entertainment Private Limited (formerly Sony Pictures Networks India Private Limited), and their respective shareholders and creditors ('Scheme') and in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time in this regard. The meeting commenced at 4:00 p.m. IST and concluded at 4.59 p.m. (including the time allowed for e-Voting at the Meeting).

Mr. Suhail Nathani, Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench, to conduct the meeting, chaired the proceedings of the meeting. He welcomed all the Members to the Meeting.

The Chairperson informed the Members that the Company has taken all requisite steps to enable Members to participate through Video Conference and vote at the Meeting. The requisite quorum being present through Video Conference, the Chairperson called the meeting to order. All the Directors were present for the meeting through Video Conferencing from their respective locations. The representatives of the Statutory and Secretarial Auditors, Chief Financial Officer and the Company Secretary of the Company were also present through Video Conferencing.

The Chairperson informed the Members that the Company had provided the remote e-voting facility to cast the votes electronically, on resolutions set forth in the Notice of the meeting. He further informed that the e-voting facility was also made available during the Meeting for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Chairperson informed the Members that Copies of various documents as detailed in the explanatory statement annexed to the notice of the meeting are available for inspection electronically.

The Notice of the Meeting was taken as read with the permission of the members of the Company as the same was earlier circulated to the Members.

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The Chairperson informed the Members that Ms. Vinita Nair (Membership No. F10559), Senior Partner, M/s Vinod Kothari & Co., Company Secretaries has been appointed as scrutinizer for scrutiny of the votes cast through the remote e-voting platform and e-voting during the Meeting in a fair and transparent manner. He further stated that Consolidated results of remote e-voting and e-voting during the Meeting will be announced and uploaded on websites of the Company and NSDL and the same shall also be intimated to the Stock Exchanges within the prescribed timelines.

The Company Secretary then apprised the Equity Shareholders about the Scheme and its rationale.

Thereafter, the Scheme was placed before the Equity Shareholders for their consideration and approval.

Then, the Equity Shareholders who had registered themselves as speakers were invited to express their views, ask questions and seek clarifications on the Scheme. Mr. Punit Goenka, Managing Director & CEO of the Company responded to the queries raised by them.

Mr. Ashish Agarwal, Company Secretary thanked the Equity Shareholders and declared the meeting as closed.

Post the conclusion of the e-voting during the Meeting, the Scrutinizers' report was received.

The resolution, for consideration and approval of the Scheme, set forth at the Meeting has been duly passed with requisite majority.

Thanking You,

Yours faithfully,

For Zee Entertainment Enterprises Limited

ASHISH  
RAMESH  
AGARWAL

Digitally signed by Ashish Agarwal, DN: cn=Ashish Agarwal, o=Zee Entertainment Enterprises Limited, email=ashish.agarwal@zee.com, c=IN

Ashish Agarwal  
Company Secretary  
FCS6669

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Annexure - 2

**Voting Results of the NCLT convened meeting of the Equity Shareholders of the Company held on October 14, 2022**

(Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date of NCLT Convened Meeting	October 14, 2022
Total number of shareholders on cut-off date (i.e. Friday, October 7, 2022)	424479
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing /Other Audio Visual Means: Promoters and Promoter Group Public	- 60



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## Zee Entertainment Enterprises Limited

Resolution Required : (Special)			1 - Approval to Composite Scheme of Arrangement amongst Zee Entertainment Enterprises Limited ("Transferor Company 1"), Bangla Entertainment Private Limited ("Transferor Company 2") with Culver Max Entertainment Private Limited (formerly, Sony Pictures Networks India Private Limited) ("Transferee Company") and their respective shareholders and creditors ("Scheme").					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	673613276	615873043	91.4283	615861602	11441	99.9981	0.0019
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>615873043</b>	<b>91.4283</b>	<b>615861602</b>	<b>11441</b>	<b>99.9981</b>	<b>0.0019</b>
Public Non Institutions	E-Voting	248589860	103961698	41.8206	103956954	4744	99.9954	0.0046
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>103961698</b>	<b>41.8206</b>	<b>103956954</b>	<b>4744</b>	<b>99.9954</b>	<b>0.0046</b>
<b>Total</b>		<b>960519420</b>	<b>758151025</b>	<b>78.9314</b>	<b>758134840</b>	<b>16185</b>	<b>99.9979</b>	<b>0.0021</b>





**VINOD KOTHARI & COMPANY**

Practicing Company Secretaries  
403-406, 175 Shreyas Chambers, D. N. Road, Fort  
Mumbai-400 001, India  
Phone: +91 - 22 - 22614021 | 22 - 62370959  
email: [corplaw@vinodkothari.com](mailto:corplaw@vinodkothari.com)  
Web: [www.vinodkothari.com](http://www.vinodkothari.com)

To,  
Mr. Suhail Nathani,  
The Chairman of NCLT convened Meeting of Equity Shareholders  
**Zee Entertainment Enterprises Limited**  
CIN: L92132MH1982PLC028767  
18<sup>th</sup> Floor, A-Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel,  
Mumbai - 400013

Consolidated report of Scrutinizer appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), on the results of voting by way of remote e-voting and e-voting during the Meeting ("Insta Poll") of Equity Shareholders of Zee Entertainment Enterprises Limited ("Company") held on Friday, October 14, 2022 at 04:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the directions issued by the Hon'ble NCLT *vide* order dated August 24, 2022 in Company Scheme Application No. C.A(CAA)/204/MB/2022.

Dear Sir,

1. As per the directions issued by Hon'ble NCLT *vide* order dated August 24, 2022 in the Company Scheme Application No. C.A(CAA)/204/MB/2022, I, Vinita Nair (Membership No. F10559), Senior Partner of M/s. Vinod Kothari & Company, Practising Company Secretaries, was appointed as the Scrutinizer for the Company, in relation to the voting process on the resolution proposed in the notice dated September 09, 2022, for convening a meeting of Equity Shareholders of the Company on Friday, October 14, 2022, at 04:00 p.m. through VC/ OAVM pursuant to the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (as amended), for approval of Composite Scheme of Arrangement amongst the Company, Bangla Entertainment Private Limited and Culver Max Entertainment Private Limited (formerly known as Sony Pictures Networks India Private Limited) and their respective shareholders and creditors.
2. The compliance with the relevant provisions of the Act, Rules thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ("MCA"), SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and NCLT order dated August 24, 2022, in relation to voting through remote e-voting prior to the meeting and Insta Poll at the meeting on the proposed Resolution is the responsibility of the management. My responsibility as a Scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and furnish a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business set out in the Notice of the Meeting, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company.

3. In terms of Section 230(4) read with Section 108 of the Act read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 (“MGT Rules”) and in accordance with Regulation 44 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated November 23, 2021, the Company had provided remote e-voting facility through NSDL and also the facility to vote by way of Insta Poll during the Meeting.
4. The requisite advertisements in terms of the NCLT order were published in “Business Standard” (in English language) and in “Navshakti” (in Marathi language), both having wide circulation in Mumbai, in their respective issues dated September 12, 2022
5. Remote e-voting, to facilitate voting by the Equity Shareholders of the Company as at the cut-off date of Friday, October 07, 2022, commenced on Monday, October 10, 2022 at 09:00 a.m. and ended on Thursday, October 13, 2022 at 5.00 p.m.
6. Additionally, the Equity Shareholders of the Company as at the cut-off date of Friday, October 07, 2022 who had not voted by way of remote e-voting earlier were given an option to vote by way of Insta Poll at the Meeting.
7. Pursuant to Rule 20(4)(xii) of the MGT Rules, I unblocked the votes on NSDL website on October 14, 2022 after conclusion of the Meeting at 4:59 pm, in the presence of two witnesses, viz., Ms. Aisha Begum Ansari and Mr. Kaushal Shah, being Manager and Executive of Vinod Kothari & Company, Practising Company Secretaries respectively. These witnesses are not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting and votes cast therein based on the combined data downloaded from the NSDL e-voting system and segregated data for remote e-voting and Insta Poll as provided by NSDL.
8. We have relied on information provided by Link Intime India Private Ltd, the Registrar & Share Transfer Agent (“RTA”) of the Company in terms of Regulation 44 (1) of the Listing Regulations, in order to ascertain the details of votes cast by public shareholders in compliance with the requirement under SEBI Master Circular.
9. None of the votes have been treated as Invalid.
10. At the meeting, the following resolution was considered:

“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“CAA Rules”), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and circulars issued thereunder read with the observation letters both dated July 29, 2022 issued by the BSE Limited and the National Stock Exchange of India Limited and subject to the sanction by the Hon’ble Tribunal, as may be applicable and any other regulatory approvals, consents, no objections,



confirmations, permissions, sanctions, exemptions, as may be required under applicable laws, regulations, guidelines, and subject to such conditions and modifications as may be deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Hon'ble Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the Composite Scheme of Arrangement amongst the Transferor Company 1, the Transferor Company 2, the Transferee Company and their respective shareholders and creditors, providing inter-alia for the following:

- (a) sub-division of the share capital of the Transferee Company and issuance and allotment of bonus shares by way of a bonus issue;
- (b) issue of (i) 26,49,56,361 (Twenty Six Crores Forty Nine Lakhs Fifty Six Thousand Three Hundred and Sixty One) equity shares of the Transferee Company, to the existing shareholders of the Transferee Company, against the infusion of INR 79,48,69,08,300 (Indian Rupees Seven Thousand Nine Hundred Forty Eight Crore Sixty Nine Lakh Eight Thousand and Three Hundred) by way of rights issue; and (ii) 3,67,10,306 (Three Crore Sixty Seven Lakh Ten Thousand and Three Hundred and Six) equity shares of the Transferee Company, to Sunbright International Holdings Limited (formerly known as Essel Holdings Limited), a promoter entity in Mauritius ("Essel Mauritius") and to Sunbright Mauritius Investment Limited, a wholly owned subsidiary of Essel Mauritius, against the infusion of INR 11,01,30,91,800 (Indian Rupees Eleven Hundred and One Crore Thirty Lakh Ninety One Thousand and Eight Hundred) by way of a preferential issue, in each case, immediately prior to the amalgamation of the Transferor Company 1 and the Transferor Company 2 with and into the Transferee Company, becoming effective;
- (c) the amalgamation of the Transferor Company 1 with and into the Transferee Company, and the consequent issue of 85 (Eighty-Five) fully paid-up equity shares of INR 1 (Indian Rupee One) of the Transferee Company to the shareholders of the Transferor Company 1 for every 100 (Hundred) fully paid-up equity shares of INR 1 (Indian Rupee One) held by such shareholders of the Transferor Company 1;
- (d) the amalgamation of the Transferor Company 2 with and into the Transferee Company and the consequent issue of 133 (One Hundred and Thirty-Three) fully paid-up equity shares of INR 1 (Indian Rupee One) of the Transferee Company to the shareholders of the Transferor Company 2 for every 10 (Ten) fully paid-up equity shares of INR 10 (Indian Rupees Ten) held by such shareholders of the Transferor Company 2;
- (e) dissolution without winding up of the Transferor Company 1 and the Transferor Company 2;
- (f) conversion of the Transferee Company into a 'public company' and the consequent amendment of the Memorandum of Association and Articles of Association of the Transferee Company;
- (g) transfer of the authorized share capital from the Transferor Company 1 and the Transferor Company 2 to the Transferee Company;

- (h) listing of the equity shares of the Transferee Company on the BSE Limited and the National Stock Exchange of India Limited;
- (i) payment of an aggregate amount of USD equivalent of INR 11,01,30,91,800 (Indian Rupees Eleven Hundred and One Crore Thirty Lakh Ninety-One Thousand and Eight Hundred) by SPE Mauritius Investments Limited to Essel Mauritius towards non-compete obligations;
- (j) appointment of Mr. Punit Goenka as the Managing Director and the Chief Executive Officer of the Transferee Company on terms set out in the Scheme and such other terms as may be agreed between Mr. Punit Goenka and the Transferee Company; and
- (k) amendment of the Articles of Association of the Transferee Company

be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem expedient, desirable, appropriate or necessary to give effect to the aforementioned resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever (subject to and in accordance with the provisions of the Scheme), and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the Hon'ble Tribunal while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval of the equity shareholders to the end and intent that the equity shareholders shall be deemed to have given their approval thereto expressly by authority under the aforementioned and this resolution and the Board be and is hereby further authorized to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and carry out any or all activities for the purpose of giving effect to these resolutions.”

(iii) Invalid votes:

Mode of Voting	Number of Public Shareholders voted	Number of votes declared invalid
Remote E-voting	-	-
Insta Poll at the Meeting	-	-
<b>Total</b>	-	-

13. Figures have been taken upto four decimal places.
14. In terms of Para 11 above, the proposed Resolution has been approved by the majority of the Equity Shareholders representing at least three-fourths in value. Further, in terms of Para 12 above, the votes cast by the Public Shareholders of the Company in favour of the Resolution are more than the number of the votes cast by the Public Shareholders against it.
15. Accordingly, in view of the scrutiny above, I certify that the Resolution has been passed with requisite majority, as required under the Act and the SEBI Master Circular.
16. The electronic data and all other relevant records relating to voting by electronic means are under my safe custody and will be handed over after the Chairperson considers, approves, and signs the minutes of the Meeting, to Mr. Ashish Agarwal, Company Secretary, for safe keeping.

Thanking You.

For M/s Vinod Kothari & Company  
Practicing Company Secretaries  
Firm Registration No.: P1996WB042300

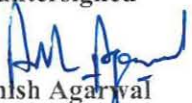
VINITA  
VENUGOPAL  
NAIR

Digitally signed by VINITA  
VENUGOPAL NAIR  
Date: 2022.10.14 19:39:03 +05'30'

Ms. Vinita Nair  
Senior Partner  
FCS: 10559  
COP: 11902  
UDIN: F010559D001238665

Date: October 14, 2022  
Place: Mumbai

Countersigned

  
Ashish Agarwal  
Company Secretary  
Zee Entertainment Enterprises Limited