



ZEE ENTERTAINMENT ENTERPRISES LIMITED
Corporate Identification Number: L92132MH1982PLC028767
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Lower Parel, Mumbai – 400013
Tel: +91 22 7106 1234 / Fax: +91 22 2300 2107
Email: shareservice@zee.com; Website: www.zee.com

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars') and other applicable laws, each as amended, to transact the special business as set out hereunder by passing resolutions by way of remote electronic voting ('remote e-voting') only.

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

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, the Company's Registrar and Transfer Agent (RTA) i.e. MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company, its RTA or the Depositories, please follow the process provided in the Notes to receive this Notice.

In accordance with Section 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the NSDL, an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Notice.

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

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

Commencement of remote e-voting period	Monday, June 9, 2025, at 9.00 a.m. (IST)
Conclusion of remote e-voting period	Tuesday, July 8, 2025, at 5.00 p.m. (IST)

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Tuesday, July 8, 2025. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit her Report to the Chairman of the Company ('Chairman') or any other person authorised by the Chairman, and the result of the voting by Postal Ballot will be announced on or before on Wednesday, July 9, 2025. The result declared along with the Scrutinizer's Report shall be communicated in the manner as provided in this Postal Ballot notice.



RESOLUTION:

1. Appointment of Mr. Saurav Adhikari (DIN: 08402010) as a Non-Executive, Non-Independent Director of the Company.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the approval of the Ministry of Information and Broadcasting, Mr. Saurav Adhikari (DIN: 08402010) who was appointed as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from November 29, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

2. Appointment of Ms. Divya Rupchand Karani (DIN: 01829747) as a Non-Executive, Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the approval of the Ministry of Information and Broadcasting, Ms. Divya Rupchand Karani (DIN: 01829747) who being eligible, and based on the recommendations of the Nomination & Remuneration Committee was appointed as an Additional Director in the category of Non-Executive, Independent Director of the Company by the Board of Directors, with effect from January 23, 2025 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 a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the first term of three consecutive years, from the date of appointment i.e. January 23, 2025, to January 22, 2028.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

By Order of the Board
For Zee Entertainment Enterprises Limited

Sd/-

Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: June 3, 2025

Registered Office:

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

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 and 110 of the Act read with the Rules, in respect of the business to be transacted as mentioned in the Notice and relevant details of the Directors as required under Regulation 36(3) of the SEBI Listing Regulations and SS - 2 are annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder, MCA Circulars, the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, May 30, 2025. Members may note that this Notice will also be available on the Company's website at www.zee.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
3. Relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode on the website of the Company.
4. **Process and manner for voting through remote e-voting:**
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended) MCA and SEBI Circulars, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
 - ii. The remote e-voting period begins on Monday, June 9, 2025, at 9:00 a.m. (IST) and ends on Tuesday, July 8, 2025, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on Friday, May 30, 2025 ('Cut-off date'), may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
 - iii. Voting rights through e-voting cannot be exercised by a proxy.

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





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

Step 1: Access to NSDL e-Voting system**A. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site

	<p>wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.



	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.



8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vinita@vinodkothari.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shareservice@zee.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shareservice@zee.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/ members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



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

Other Instructions

1. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit her Report to the Chairman of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced on or before Wednesday, July 9, 2025.

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

2. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Monday, July 8, 2025.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE ACT

ITEM NO. 1

APPOINTMENT OF MR. SAURAV ADHIKARI (DIN: 08402010) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY.

The members may note that with a view to further strengthening the Board through the induction of new professionals and to ensure optimum combination of executive and non-executive directors, the Board of the Company, based on the recommendation of the Nomination & Remuneration Committee appointed Mr. Saurav Adhikari as an Additional Director in the category of Non-Executive, Non-Independent Director who will be liable to retire by rotation, with effect from November 29, 2024, subject to the approval of the MIB and the Members of the Company.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder an Additional Director, holds office until the date of the next Annual General Meeting ("AGM") of the Company or the last date on which the AGM should have been held, whichever is earlier.

Further, as per Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for the appointment of a person on the Board of Directors is obtained at the next general meeting or within a period of 3 (three) months from the date of appointment, whichever is earlier. However, if the appointment is subject to approval of regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded for the purposes of this clause.

Since the appointment of Directors on the Company's Board is subject to prior approval of the MIB, the time taken to receive such approval is excluded. The Company has received the approval from MIB for appointing Mr. Saurav Adhikari as its Director on April 21, 2025, and hence the period of three months is to be reckoned from that date. The members may note that the approval now being sought is within the prescribed timelines.

In view of the aforesaid, it is proposed to seek approval of shareholders of the Company by way of an Ordinary Resolution through Postal Ballot for the appointment of Mr. Saurav Adhikari (DIN: 08402010) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

The detailed profile and skillset of Mr. Saurav Adhikari in terms of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on the General Meeting ("SS-2") issued by the Institute of Company Secretaries of India forms part of the Annexure to the Notice.

The members may also note that the requisite consent to act as a Director has been received from Mr. Saurav Adhikari in terms of Section 152 of the Act along with a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has also received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company. Further, the Company has also received confirmation from Mr. Adhikari that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The members may note that Mr. Saurav Adhikari will be paid remuneration by way of sitting fees for attending meetings of the Board and/or Committees thereof, reimbursement of expenses for participating in the Board and committee meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Accordingly, the Board of Directors of the Company recommends the Ordinary Resolution set out in Item No 1 of the Postal Ballot notice for the approval of the Members.

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



ITEM NO. 2

APPOINTMENT OF MS. DIVYA RUPCHAND KARANI (DIN: 01829747) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

The members may note that with a view to further strengthening the Board through the induction of new professionals and to ensure optimum combination of executive and non-executive directors, the Board of the Company, based on the recommendation of the Nomination & Remuneration Committee, appointed Ms. Divya Karani as an Additional Director in the category of Non-Executive, Independent Director of the Company with effect from January 23, 2025, not liable to retire by rotation, for the first term of three consecutive years i.e. from January 23, 2025 to January 22, 2028 subject to the approval of the MIB and the Members of the Company.

In accordance with the provisions of Section 161 of the Act, read with the applicable rules made thereunder, an Additional Director holds office until the date of the next Annual General Meeting ("AGM") of the Company or the last date on which the AGM should have been held, whichever is earlier.

The members may note that Ms. Divya Karani meets the following skills and capabilities required for the role as an Independent Director, as identified by the Nomination & Remuneration Committee of the Board:

- Four decades of work experience in Communication & Media, Marketing, Business and Leadership roles spanning across Southeast Asia, United Kingdom and Asia Pacific,
- Ms. Divya Karani has a track record of building sustainable businesses that thrive in the marketplace by embracing change and technology to pivot on both, short and long-term goals.
- Experienced in managing global and local business and client relationships, she has built, motivated and aligned teams, working across matrix industry structures.

In view of the above, the Nomination & Remuneration Committee and the Board are of the view that Ms. Karani possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is prudent to appoint her as an Independent Director of the Company.

The members may also note that the Company has received the following disclosures/ declarations/ confirmations from Ms. Divya Karani regarding her appointment as an Independent Director of the Company:

- (a) declaration that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations;
- (b) requisite consent to act as Director pursuant to the provisions of Section 152 of the Act;
- (c) confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.
- (d) confirmation that she is registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and
- (e) declaration that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

The members may note that the Company has also received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of an Independent Director of the Company.

Further, as per Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for the appointment of a person on the Board of Directors is obtained at the next general meeting or within a period of 3 (three) months from the date of appointment, whichever is earlier. However, if the appointment is subject to approval of regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded for the purposes of this clause.

Since the appointment of Directors on the Company's Board is subject to prior approval of the MIB, the time taken to receive such approval is excluded. The Company has received the approval from MIB for appointing Ms. Divya Karani as its Director, on May 15, 2025, and hence the period of three months is to be reckoned



from that date. The members may note that the approval now being sought is within the prescribed timelines.

In view of the aforesaid, the Board hereby seeks the approval of the shareholders of the Company by way of a Special Resolution through Postal Ballot for the appointment of Ms. Divya Rupchand Karani (DIN: 01829747) as an Independent Director of the Company with effect from January 23, 2025, not liable to retire by rotation, for the first term of 3 (three) consecutive years, from the date of appointment i.e. January 23, 2025, to January 22, 2028.

The detailed profile and skillset of Ms. Divya Karani in terms of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on the General Meeting ('SS-2') issued by the Institute of Company Secretaries of India forms part of the Annexure to the Notice.

The members may note that Ms. Divya Karani will be paid remuneration by way of sitting fees for attending meetings of the Board and/or Committees thereof, reimbursement of expenses for participating in the Board and committee meetings and profit related commission within the limits stipulated under Section 197 of the Act.

A copy of the letter of appointment of Ms. Divya Karani setting out the terms and conditions of appointment is available for inspection by the Members on the website of the Company.

Accordingly, the Board of Directors of the Company recommends the Special Resolution set out in Item No. 2 of the Postal Ballot notice for the approval of the Members.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Ms. Divya Rupchand Karani, whose appointment is proposed in the resolution are, in any way, concerned or interested financially or otherwise in this resolution set out at this Notice.

By Order of the Board
for Zee Entertainment Enterprises Limited

Sd/-
Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: June 3, 2025

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



Annexure to the Postal Ballot Notice dated June 3, 2025

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

Mr. Saurav Adhikari (DIN: 08402010)	
Age	66 years
Experience	More than 45 years
Qualifications	Mr. Saurav Adhikari schooled at Mayo College, Ajmer, earned his B.A. (Honors) Economics from Hindu College, Delhi University, did his MBA from JBIMS, Bombay University.
Brief Resume (including expertise in specific functional areas)	<p>Mr. Saurav Adhikari is a senior global business leader with four decades of deep domain expertise in global businesses/markets, across technology, FMCG, and consumer durables sectors as an operations, general management and investment specialist. In over two decades in the technology sector with HCL (2000-2019), he has held multiple leadership roles as the Founding President of HCL's startup enterprise networking firm, led a team that established what has now become a multi-hundred million dollar IT enabled services ("ITES") business, served as President of HCL's ITES North American business, and as President of Global Corporate Strategy.</p> <p>Mr. Saurav Adhikari has worked on several multi-billion-dollar inorganic investments in technology and software, carve-outs of multiple enterprise software product suites, joint ventures with global majors, all to transform and reinvent HCL's business. He was instrumental in strategizing HCL's pivoting of its business model to a leading intellectual property led solutions company. In his technology role, he had built deep inroads into global private equity and VC firms, while creating large, successful, value-based partnerships between HCL and private equity owned technology businesses, which are considered groundbreaking in the industry. At HCL, he held various executive positions, the last being President, Global Strategy, working directly with the Founder & Chairman with oversight across the group's business, as well as the not-for-profit Shiv Nadar Foundation. During this time, he contributed to HCL's immense growth from a ~\$200mn revenue company in 2000 to a ~\$14bn revenue and over \$50bn market cap today, transforming it into one of the world's leading, and India's 3rd largest IT/Technology firms and India's No. 1 Software Product company.</p> <p>His prior experience also includes several senior global leadership and executive roles across Unilever, as Vice President at PepsiCo and Groupe SEB as CEO of the India business.</p> <p>Mr. Saurav Adhikari is currently the Founder & Sr. Partner at Indus Tech Edge Fund I, a growth fund focused on globalizing India's vibrant technology ecosystem. He is the former Chairman of NASDAQ listed Vahanna Tech Edge Acquisition I Corp (A Special Purpose Acquisition Company (SPAC)) and has after a successful DeSPAC/merger moved on to the board of NASDAQ listed Roadzen Inc (ticker RDZN).</p>



	<p>Mr. Adhikari also serves as a board member of Goodricke Group Ltd., Accelya Solutions India Ltd., (both listed in India), and Bridgeweave Ltd, UK, an AI based Fintech firm. He works as a technology advisor and investor with interests across AI based fintech and healthcare firms, as well as analytics, IoT and logistics firms. He also serves as a Senior Advisor in the Shiv Nadar Foundation and is a Board Member of the Shiv Nadar University.</p> <p>He strongly believes that businesses can only thrive if they embrace technology driven change within an ethical framework. He is deeply passionate about education as a transformational socio-economic force, is an avid traveller, leadership coach, and a fitness enthusiast.</p>
Terms and conditions of appointment	To be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.
Remuneration last drawn from the Company	Rs. 25.67 lakhs (includes sitting fees and commission)
Remuneration proposed to be paid	Sitting fees and Commission in accordance with provisions of applicable laws
Date of First appointment on the Board	November 29, 2024*
Shareholding in the Company (including shareholding as beneficial owner as on the date of this notice)	Nil
Relationship with other directors / Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended from date of appointment till date of the Notice	3 (Three)
Directorship held in other Public companies (excluding Private and Section 8 Companies) as on the date of this Notice.	Accelya Solutions India Limited Goodricke Group Limited
Membership/ Chairmanship held in committees of other Public companies (excluding Private and Section 8 Companies) as on the date of this Notice.	<p>Accelya Solutions India Limited</p> <ul style="list-style-type: none">- Audit Committee, Chairman- Stakeholders Relationship Committee, Chairman- Risk Management Committee, Chairman- CSR Committee, Member- Nomination & Remuneration Committee, Member <p>Goodricke Group Limited</p> <ul style="list-style-type: none">- Nomination & Remuneration Committee, Chairman- CSR Committee, Chairman- Stakeholders Relationship Committee, Member- Audit Committee, Member- Vigil Committee, Member



Listed entities from which Mr. Saurav Adhikari has resigned in the past three years	Nil
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* Mr. Saurav Adhikari was appointed as a Director on November 15, 2024 however he vacated his office at the AGM held on November 28, 2024. He was again appointed by the Board on November 29, 2024.

Ms. Divya Rupchand Karani (DIN: 01829747)	
Age	59 years
Experience	More than 38 years
Qualifications	Bachelor's degree in Commerce and Economics; Sydenham College, Mumbai.
Brief Resume (including expertise in specific functional areas and experience)	<p>Ms. Divya Karani currently serves on the Board of Jagran Prakashan since 2019 and Kulfi Ventures Private Limited (Kulfi Collectives) since 2024 as Chairperson and Executive Director. And Media Research Users Council, currently as a special invitee.</p> <p>Previously, Divya was CEO, dentsu South Asia Media till 2023. Helming dentsu media for 12 years, she is credited with building dentsu among the top three media networks in India during her tenure. Ms. Karani also represented India on dentsu's Global Social Impact Steering Committee. Prior to this she has worked at Ogilvy, Grey, DY&R, WPP(MEC India & Singapore), Reliance ADA Group and Hindustan Times.</p> <p>Divya has been Cannes Jury member in 2022 and 2004, Spikes Asia Jury 2022, Judge INMA Global Awards, amongst others. She has been conferred the "Women Leadership Achievement Award" by the World Women Leadership Congress in 2016, the Mumbrella Asia Agency Leader of the Year 2019 and has consistently been voted among the 50 most Influential women in Indian Media, Marketing and Advertising for the past 10 years.</p> <p>With deep exposure across industries spanning FMCG, Consumer Finance, Auto & Media, Divya is a natural at building highly motivated and aligned teams. Leading and working with teams across matrix organization structures, is her signature style.</p> <p>Contributing to the industry and future generation, Divya has also been a guest speaker at IIM Udaipur, IIM Shillong, Symbiosis, Prestige University and IIM Trichy.</p>
Terms and conditions of appointment	An Independent Director of the Company, not liable to retire by rotation, for the first term of three consecutive years, from the date of appointment i.e. January 23, 2025 to January 22, 2028.
Remuneration last drawn from the Company	Rs 13.86 lakhs (includes sitting fees and commission)
Remuneration proposed to be paid	Sitting fees and Commission in accordance with provisions of applicable laws.
Date of first appointment on the Board	January 23, 2025



Shareholding in the Company (including shareholding as beneficial owner as on the date of this notice)	Nil
Relationship with other Directors/ Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended from date of appointment till date of the Notice	2 (Two)
Directorship held in other Public companies (excluding Private and Section 8 Companies) as on the date of this Notice	Jagran Prakashan Limited
Membership/ Chairmanship held in committees of other Public companies (excluding Private and Section 8 Companies) as on the date of this Notice.	Jagran Prakashan Limited - Stakeholders Relationship Committee- Chairperson
Listed entities from which Ms. Divya Karani has resigned in the past three years	Nil

By Order of the Board
for Zee Entertainment Enterprises Limited

Sd/-
Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: June 3, 2025

Registered Office:
18th Floor, A Wing, Marathon Futurex
N. M. Joshi Marg, Lower Parel
Mumbai 400 013
CIN: L92132MH1982PLC028767
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