

December 21, 2016

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

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
NSE Scrip Code: ZEEL

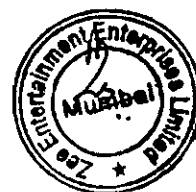
Kind Attn.: Corporate Relationship / Listing Department

Dear Sir/ Madam,

Sub: Application under Regulation 37 of SEBI Listing Regulations - Composite Scheme of Arrangement

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, National Stock Exchange of India Ltd has been appointed as Designated Stock Exchange
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Composite Scheme of Arrangement	Yes. Refer Annexure 1
2.b	Valuation Report from Independent Chartered Accountant	Yes. Refer Annexure 2
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes. Refer Annexure 3
2.d	Fairness opinion by merchant banker	Yes. Refer Annexure 4
2.e	Pre and post arrangement shareholding pattern of unlisted company	Yes. Refer Annexure 5B to 5D (For Transferor Company 1, 2 & 3)
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes. Refer Annexure 6B to 6D (For Transferor Company 1, 2 & 3)
2.g	Compliance with Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of Listing Agreement)	Yes. Refer Annexure 8
2.h	Complaints Report	The same will be submitted in the due course



॥ VASUDHAIVA KUTUMBAKAM ॥
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ZEE ENTERTAINMENT ENTERPRISES LIMITED

Regd. Office : 18th Floor, A Wing, Marathon Futurex, N.M.Joshi Marg, Lower Parel, Mumbai - 400 013. India.

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Sr. No.	Requirements as per CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not applicable since the Composite Scheme of Arrangement between Zee Entertainment Enterprises Ltd (ZEEL), Reliance Big Broadcasting Pvt Ltd (RBBPL), Big Magic Ltd (BML), Azalia Broadcast Pvt Ltd (ABPL) and their respective Shareholders and Creditor envisages issuance of Unlisted Preference Shares of Rs. 10 each of ZEEL to the Equity and Preference Shareholders of RBBPL, BML and ABPL respectively.
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	

For Zee Entertainment Enterprises Limited

Lakshminarayanan

M Lakshminarayanan
Chief Compliance Officer & Company Secretary



Mumbai, December 21, 2016



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