

DCS/AMAL/PS/24(f)/201/2013-14

August 21, 2013

The Company Secretary
Zee Entertainment Enterprises Limited
Continental Building, 135, Dr Annie Besant Road,
Worli, Mumbai, Maharashtra – 400018.

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Amalgamation/Arrangement of Zee Entertainment Enterprises Ltd.

We are in receipt of draft Scheme of Amalgamation/Arrangement between Zee Entertainment Enterprises Ltd (ZEEL) and its Equity Shareholders to facilitate issuance by way of Bonus, 6% Cumulative Redeemable Non-Convertible Preference Shares of the face value of Re. 1/- (One) each fully paid up by utilizing Capital Redemption Reserve, Securities Premium Account, General Reserve and surplus in the statement of Profit & Loss in order of sequence.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated August 16, 2013 received on August 21, 2013 given the following comment(s) on the draft scheme of arrangement:

- a) *The company shall duly comply with various provisions of the aforesaid SEBI circular.*
- b) *The Company to display on their website, Fairness Opinion Report as submitted by the company.*

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval 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, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,


Jayesh Ashtekar
Manager


Bhuvana Sriram
Deputy Manager