

July 15, 2015

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

Sub: Proceedings of 33rd Annual General Meeting

Dear Sirs,

The 33rd Annual General Meeting of the Equity Shareholders of the Company was held today (Wednesday, July 15, 2015) at 11.00 a.m. at Nehru Auditorium, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018.

In accordance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had provided remote E-voting facility, to facilitate all Equity Shareholders of the Company (as at cut-off date of July 8, 2015), to cast their votes electronically on all businesses proposed in the Notice of AGM. The remote E-voting period commenced on Saturday, July 11, 2015 at 9.00 a.m. and concluded on Tuesday, July 14, 2015 at 5.00 p.m. Additionally to facilitate voting by the Shareholders who had not voted using remote e-voting facility, a Poll was conducted at the Annual General Meeting held today.

Based on the report dated July 15, 2015 submitted by Mr. Satish K Shah (CP No. 3142), Practising Company Secretary, who was engaged by the Company as Scrutiniser, to supervise remote E-voting and voting by poll at the AGM held today, the Chairman of the AGM has declared that all the proposals contained in Item nos. 1 to 9 of the Notice of AGM were approved by the Equity Shareholders of the Company through E-voting, **with requisite majority.**

Copy of the Scrutiniser's report along with requisite particulars of E-voting results as per Clause 35A of the Listing Agreement is enclosed for your information and record.

Yours truly,
ZEE ENTERTAINMENT ENTERPRISES LIMITED



M Lakshminarayanan
Chief Compliance Officer & Company Secretary



Encl. As above



॥ VASUDHAIVA KUTUMBAKAM ॥
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ZEE ENTERTAINMENT ENTERPRISES LIMITED

Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India.

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www.zeetelevision.com | CIN : L92132MH1982PLC028767

B-2/201, Lok Everest, Jata Shankar Dosa Road,
Mulund West, Mumbai – 400 080.

Telefax : 25649808 • Cell : 7738036028
E-mail: satshah@gmail.com



Satish K. Shah

B.A., LL.B., FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

July 15, 2015

The Board of Directors
Zee Entertainment Enterprises Limited
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai 400 018

Dear Sirs,

SCRUTINISER'S REPORT

Report on remote e-voting & poll conducted in relation to the agenda items proposed in the Notice dated May 21, 2015, at the 33rd Annual General Meeting of Equity Shareholders of Zee Entertainment Enterprises Limited (**'the Company'**)

- In terms of Clause 35B of the Listing Agreement with Stock Exchanges and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, in connection with all resolutions proposed in the 33rd AGM, the Company had provided remote e-voting facility through NSDL and facility of separate voting on Poll at the AGM to the Shareholders of the Company who could not vote through remote e-voting facility provided by the Company.
- The remote e-voting period, to facilitate e-voting by Equity Shareholders of the Company as at the cut-off date of July 8, 2015, commenced on Saturday, July 11, 2015 at 9.00 a.m. and ended on Tuesday, July 14, 2015 at 5.00 p.m.
- The Chairman of the AGM had announced a Poll to facilitate voting by Equity Shareholders of the Company who had attended the AGM and could not vote using remote e-voting facility earlier.
- Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on NSDL website on July 14, 2015, in the presence of Mrs. Prabha Shah and Ms. Priya Parab, both residing at Lok Everest, Jatashankar Dosa Road, Mulund, (West), Mumbai 400 080. These witnesses are not in the employment with the Company.
- Based on report available on NSDL website, I hereby report that 546 Equity Shareholders holding in aggregate 805,225,618 Equity Shares casted votes on the resolutions proposed in the Notice of AGM by using remote E-voting facility.
- At the 33rd AGM, after scrutinizing all Poll Papers relating to Votes cast by the Equity Shareholders present at the Meeting, I hereby report that 67 Equity Shareholders holding in aggregate 635,925 Equity Shares casted votes on the resolutions proposed in the Notice of AGM at Poll.





Details of Votes cast on all the resolutions proposed at the Annual General Meeting is as detailed herein:

Item No. 1 – Ordinary Resolution

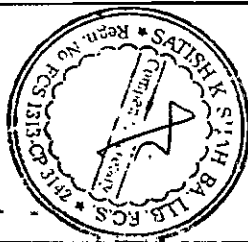
To adopt audited financial statements of the Company – on a standalone and consolidated basis for the financial year ended 31 March 2015

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	521	791120693	99.92%
Physical	67	635925	0.08%
Total-A	588	791756618	100.00%
Voted Against			
Electronic	0	0	0.00%
Physical	0	0	0.00%
Total-B	0	0	0.00%
Grand Total (A+B)	588	791756618	100.00%
Abstained / Invalid			
Electronic	25	10781972	NA
Physical	0	0	NA

Item No. 2 – Ordinary Resolution

To confirm the Dividend paid on the Preference Shares of the Company for the financial year ended 31 March 2015

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	541	802208518	99.92%
Physical	64	635915	0.08%
Total-A	605	802844433	100.00%
Voted Against			
Electronic	3	460	0.00%
Physical	3	10	0.00%
Total-B	6	470	0.00%
Grand Total (A+B)	611	802844903	100.00%
Abstained / Invalid			
Electronic	2	57	NA
Physical	0	0	NA





Item No. 3 – Ordinary Resolution

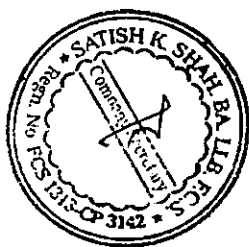
To declare Dividend of Rs. 2.25 per Equity Share for the financial year ended 31 March 2015

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	543	802208857	99.92%
Physical	66	635876	0.08%
Total-A	609	802844733	100.00%
Voted Against			
Electronic	1	20	0.00%
Physical	1	49	0.00%
Total-B	2	69	0.00%
Grand Total (A+B)	611	802844802	100.00%
Abstained / Invalid			
Electronic	2	167	NA
Physical	0	0	NA

Item No. 4 – Ordinary Resolution

To appoint a Director in place of Mr. Ashok Kurien, who retires by rotation.

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	504	788445531	98.21%
Physical	67	635925	0.08%
Total-A	571	789081456	98.29%
Voted Against			
Electronic	37	13762959	1.71%
Physical	0	0	0.00%
Total-B	37	13762959	1.71%
Grand Total (A+B)	608	802844415	100.00%
Abstained / Invalid			
Electronic	5	549	NA
Physical	0	0	NA





Item No. 5 – Ordinary Resolution

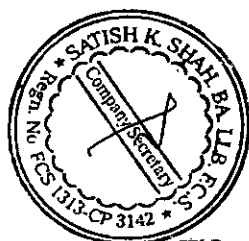
To re-appoint M/s. MGB & Co LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	505	790349651	99.78%
Physical	67	635925	0.08%
Total-A	572	790985576	99.86%
Voted Against			
Electronic	13	1086363	0.14%
Physical	0	0	0.00%
Total-B	13	1086363	0.14%
Grand Total (A+B)	585	792071939	100.00%
Abstained / Invalid			
Electronic	28	10773028	NA
Physical	0	0	NA

Item No. 6 – Ordinary Resolution

To re-appoint Mr. Punit Goenka as Managing Director & CEO for a period of 5 years with effect from January 1, 2015 and to approve remuneration payable during term of his appointment

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	529	799483278	99.74%
Physical	67	635925	0.08%
Total – A	596	800119203	99.82%
Voted Against			
Electronic	12	1415585	0.18%
Physical	0	0	0.00%
Total – B	12	1415585	0.18%
Grand Total (A+B)	608	801534788	100.00%
Abstained / Invalid			
Electronic	5	1310137	NA
Physical	0	0	NA





Item No. 7 – Special Resolution

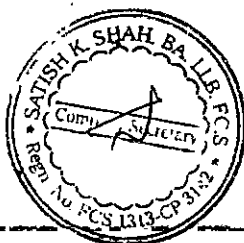
To approve payment of Commission of not exceeding 1% of Profits to Non-Executive Directors for a period of 5 financial years commencing from financial year ended on March 31, 2016

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	517	774616804	99.79%
Physical	63	635829	0.08%
Total –A	580	775252633	99.87%
	Voted Against		
Electronic	19	1028555	0.13%
Physical	4	96	0.00%
Total – B	23	1028651	0.13%
Grand Total (A+B)	603	776281284	100.00%
	Abstained / Invalid		
Electronic	10	26563685	NA
Physical	0	0	NA

Item No. 8 – Ordinary Resolution

To appoint Mr. Manish Chokhani as Independent Director not liable to retire by rotation till March 31, 2018

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	524	797715977	99.92%
Physical	67	635925	0.08%
Total – A	591	798351902	100.00%
	Voted Against		
Electronic	8	28810	0.00%
Physical	0	0	0.00%
Total- B	8	28810	0.00%
Grand Total (A+B)	599	798380712	100.00%
	Abstained / Invalid		
Electronic	14	4464257	NA
Physical	0	0	NA



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Mulund West, Mumbai – 400 080.

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Satish K. Shah

B.A., LL.B., FCS

Company Secretary

FCS 1313; CP 3142;


Trade Marks Agent Code No. 1503

Item No. 9 – Ordinary Resolution

To approve consolidation of face value of Preference Shares of the Company from Re.1/- to Rs. 10/- each

Particulars	Voted in Favor		
	Number of Members	Number of Votes	% of Total Votes Cast
Electronic	539	802208268	99.92%
Physical	64	635911	0.08%
Total – A	603	802844179	100.00%
Voted Against			
Electronic	7	776	0.00%
Physical	2	4	0.00%
Total – B	9	780	0.00%
Grand Total (A+B)	612	802844959	100.00%
Abstained / Invalid			
Electronic	0	0	NA
Physical	1	10	NA

The relevant records relating to remote e-voting and voting by poll shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the Minutes of the 33rd Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.


Satish K. Shah
FCS-1313, CP-3142
B-2/201 Lok Everest,
Jatashankar Dosa Road,
Mulund, (West)
Mumbai – 400 080



Details of Voting Results at 33rd Annual General Meeting held on July 15, 2015

(Pursuant to Clause 35A of the Listing Agreement)

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	July 15, 2015
Total number of Equity shareholders as on Cut-off date i.e. July 8, 2015	88,050
No of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	7
b) Public	115
No of Equity Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	As detailed in 'B' below
Resolution required	
Mode of Voting	
Voting results	

B. Details of E-Voting on the following items proposed at Annual General Meeting

Resolution No. 1 - Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company - on a standalone and consolidated basis for the financial year ended 31 March 2015 including the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon

Resolution No. 2 - Ordinary Resolution

To confirm the Dividend paid on the Preference Shares of the Company for the financial year ended 31 March 2015

Resolution No. 3 - Ordinary Resolution

To declare Dividend of Rs. 2.25 per Equity Share for the financial year ended 31 March 2015



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Resolution No. 4 – Ordinary Resolution

To appoint a Director in place of Mr. Ashok Kurien, who retires by rotation, and being eligible, offers himself for reappointment

Resolution No. 5 – Ordinary Resolution

To re-appoint M/s. MGB & Co LLP, Chartered Accountants, Mumbai, having Firm Registration 101169W/W-100035, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at remuneration to be determined by the Board of Directors of the Company

Resolution No. 6 – Ordinary Resolution

To re-appoint Mr. Punit Goenka as Managing Director & CEO for a period of 5 years with effect from January 1, 2015 and to approve remuneration payable during the term of his appointment

Resolution No. 7 – Special Resolution

To approve payment of Commission of not exceeding 1% of Profits to Non-Executive Directors for a period of 5 financial years commencing from financial year ended on March 31, 2016

Resolution No. 8 – Ordinary Resolution

To appoint Mr. Manish Chokhani as Independent Director not liable to retire by rotation till March 31, 2018

Resolution No. 9 – Ordinary Resolution

To approve consolidation of face value of Preference Shares of the Company from Re. 1/- to Rs. 10/- each

Details of voting for each of the resolutions mentioned above is as per the annexed report of M/s. Sharepro Services (India) Pvt Ltd, the Registrar & Share Transfer Agent of the Company.

ZEE ENTERTAINMENT ENTERPRISES LIMITED



M Lakshminarayanan
Chief Compliance Officer & Company Secretary



Place: Mumbai
Date: July 15, 2015



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ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)

Clause 35A (Physical and e-Voting)

Resolution 1

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	21	413670212	413670212	100.000000	413670212	0	100.000000	0.000000
Public - Institutional holders	358	494175734	372849495	75.448766	372849495	0	100.000000	0.000000
Public-Others	209	52602774	5236911	9.955580	5236911	0	100.000000	0.000000
Total	588	960448720	791756618	82.436116	791756618	0	100.000000	0.000000

ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)

Clause 35A (Physical and e-Voting)

Resolution 2

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	21	413670212	413670212	100.000000	413670212	0	100.000000	0.000000
Public - Institutional holders	381	494175734	383937799	77.692564	383937799	0	100.000000	0.000000
Public-Others	209	52602774	5236892	9.955543	5236422	470	99.991025	0.008975
Total	611	960448720	802844903	83.590606	802844433	470	99.999941	0.000059

ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)

Clause 35A (Physical and e-Voting)

Resolution 3

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	21	413670212	413670212	100.000000	413670212	0	100.000000	0.000000
Public - Institutional holders	381	494175734	383937799	77.692564	383937799	0	100.000000	0.000000
Public-Others	209	52602774	5236791	9.955351	5236722	69	99.998682	0.001318
Total	611	960448720	802844802	83.590595	802844733	69	99.999991	0.000009



ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)

Clause 35A (Physical and e-Voting)

Resolution 4

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	21	413670212	413670212	100.000000	413670212	0	100.000000	0.000000
Public - Institutional holders	381	494175734	383937799	77.692564	370175209	13762590	96.415412	3.584588
Public-Others	206	52602774	5236404	9.954616	5236035	369	99.992953	0.007047
Total	608	960448720	802844415	83.590555	789081456	13762959	98.285725	1.714275

ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)

Clause 35A (Physical and e-Voting)

Resolution 5

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	21	413670212	413670212	100.000000	413670212	0	100.000000	0.000000
Public - Institutional holders	357	494175734	373165212	75.512654	372079294	108918	99.708998	0.291002
Public-Others	207	52602774	5236515	9.954827	5236070	445	99.991502	0.008498
Total	585	960448720	792071939	82.468946	790985576	1086363	99.862845	0.137155

ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)

Clause 35A (Physical and e-Voting)

Resolution 6

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	21	413670212	413670212	100.000000	413670212	0	100.000000	0.000000
Public - Institutional holders	381	494175734	383937799	77.692564	382523037	1414762	99.631513	0.368487
Public-Others	206	52602774	3926777	7.464962	3925954	123	99.979041	0.020959
Total	608	960448720	801334788	83.454199	800119203	1415585	99.823391	0.176609



ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)								
Clause 35A (Physical and e-Voting)								
Resolution 7								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	21	413670212	413670212	100.000000	413670212	0	100.000000	0.000000
Public - Institutional holders	377	494175734	357374799	72.317351	356349479	1025320	99.713097	0.286903
Public-Others	205	52602774	5236273	9.954367	5232942	3331	99.936386	0.063614
Total	603	960448720	776281284	80.824855	775252633	1028651	99.867490	0.132510

ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)								
Clause 35A (Physical and e-Voting)								
Resolution 8								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	413670212	412120212	99.625305	412120212	0	100.000000	0.000000
Public - Institutional holders	372	494175734	382333616	77.367946	382305255	28361	99.992582	0.007418
Public-Others	207	52602774	3926884	7.465165	3926435	449	99.988566	0.011434
Total	599	960448720	798380712	83.125803	798351902	28810	99.996391	0.003609

ZEE ENTERTAINMENT ENTERPRISES LTD (CIN : L92132MH1982PLC028767)								
Clause 35A (Physical and e-Voting)								
Resolution 9								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	21	413670212	413670212	100.000000	413670212	0	100.000000	0.000000
Public - Institutional holders	381	494175734	383937799	77.692564	383937799	0	100.000000	0.000000
Public-Others	210	52602774	5236948	9.955650	5236168	780	99.985106	0.014894
Total	612	960448720	802844959	83.590612	802844179	780	99.999903	0.000097

