



Extraordinary Together

September 13, 2022

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 Sirs,

Sub: Intimation under Regulations 30, and 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') - Newspaper advertisement of Notice of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') convened meeting of the equity shareholders of Zee Entertainment Enterprises Limited.

We hereby enclose the copies of newspaper advertisement published on Monday, September 12, 2022 in Business Standard and Navashakti, for giving notice of the meeting of the equity shareholders of the Company which will be held on Friday, October 14, 2022, as per the directions of NCLT vide its order dated August 24, 2022, to consider, and if thought fit, to approve, the composite scheme of arrangement amongst Zee Entertainment Enterprises Limited, Bangla Entertainment Private Limited with Culver Max Entertainment Private Limited (formerly Sony Pictures Networks India Private Limited) and their respective shareholders and creditors.

The above is for your information and record.

Thanking you,

Yours faithfully,

For Zee Entertainment Enterprises Limited

Ashish Agarwal
Company Secretary
FCS6669



Encl: As above

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: L92132MH1982PLC028767 | www.zee.com

Form NO. CAA. 2

[Pursuant to Section 230 (3) and rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, AT MUMBAI.
COMPANY SCHEME APPLICATION NO. C.A.(CAA)/201/MB/2022
 In the matter of the Companies Acts, 2013 (18 of 2013);

And

In the matter of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, also read with rules, 11, 23 and 34 of the National Company Law Tribunal Rules, 2016;

And

In the matter of Composite Scheme of Arrangement amongst Zee Entertainment Enterprises Limited (Applicant Company / Transferor Company No. 1), Bangla Entertainment Private Limited (Transferor Company No. 2) and Culver Max Entertainment Private Limited (formerly, Sony Pictures Networks India Private Limited) (Transferee Company), and their respective shareholders and creditors

ZEE ENTERTAINMENT ENTERPRISES LIMITED,)
 a company incorporated under the Companies Act, 1956)
 having CIN L92132MH1982PLC028767 and having its)
 registered office at 18th Floor, 'A' Wing, Marathon Futorex,)
 NM,Joshi Marg, Lower Parel, Mumbai 400013; India.)

...Applicant Company / Transferor Company No. 1

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS CONVENED AS PER DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL

NOTICE is hereby given that by an order dated August 24, 2022 ("Order"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") has, *inter alia*, directed that a meeting of the equity shareholders of Zee Entertainment Enterprises Limited ("Applicant Company" or "Transferor Company 1") be convened and conducted for the purpose of considering, and if thought fit, approving the Composite Scheme of Arrangement amongst the Transferor Company No. 1 and Bangla Entertainment Private Limited ("Transferor Company No. 2") and Culver Max Entertainment Private Limited (formerly, Sony Pictures Networks India Private Limited) ("Transferee Company") and their respective shareholders and creditors (the "Scheme") under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Act") and the other applicable provisions thereof and rules thereunder.

In pursuance of the aforesaid Order and as directed therein, notice is hereby given that meeting of equity shareholders of the Applicant Company will be held on Friday, October 14, 2022 at 4:00 p.m. through video conferencing/other audio-visual means ("VC / OAVM") as directed by the Hon'ble Tribunal, which does not require physical presence of members at a common venue. The cut-off date for e-voting (including remote e-voting) and time period for the remote e-voting of the aforesaid meeting is as under:

Cut-off date	Friday, October 07, 2022
Remote e-voting date and time	Start: Monday, October 10, 2022 at 09:00 a.m. (IST) End: Thursday, October 13, 2022 at 05:00 p.m. (IST)

The facility for casting vote by remote e-voting would be disabled after the end time, as mentioned above, for the meeting.

The Applicant Company has completed the dispatch of the notice of the said meeting along with the Scheme and the explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Notice") on September 9, 2022 to the respective equity shareholders whose names appear in the register of members/ list of beneficial owners maintained by the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) (the "Depositories") as on Friday, August 26, 2022 ("Dispatch Cut-off Date") (i) through e-mail at the address that is registered with the Applicant Company / Depository Participants / Registrar and Share Transfer Agent; and (ii) in other cases where e-mail service to the equity shareholders not possible, through registered post / courier.

The aforesaid documents have been made available on the websites of (a) the Applicant Company at www.zee.com; (b) the BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and (c) NSDL, being the agency appointed by the Applicant Company to provide the e-voting and other facilities for convening of the meeting, at www.evoting.nsdl.com.

The copy of the Notice can also be obtained free of charge from the registered office of the Applicant Company on all working days, between 10:00 a.m. to 4:00 p.m. up to the date of the meeting. Alternatively, a request for obtaining an electronic / soft copy of the Notice may be made by writing an e-mail to the Applicant Company at shareservice@zee.com.

The Hon'ble Tribunal has appointed Mr. Suhail Nathani, Managing Partner, Economic Laws Practice and falling him Mr. Jeenendra Bhandari, Partner, MGB & Co. LLP (Membership no. 105077), and falling him, Mr. Ashish Agarwal, Company Secretary (Membership no. FCS8669) of the Applicant Company, as the Chairperson of the said meeting, including for any adjournment(s) thereof. Further, the Hon'ble Tribunal has appointed Ms. Vinita Nair (Membership No. F10559), Senior Partner, M/s Vinod Kohari & Co., Company Secretaries to be the scrutinizer for the meeting, including for any adjournment(s) thereof.

The Scheme, if approved at the Tribunal convened meeting, will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permission, and sanctions of regulatory or other authorities, as may be necessary and as contemplated in the Scheme.

Accordingly, the equity shareholders are requested to attend the meeting as per the abovementioned mode and time. Attendance of the equity shareholders of the Applicant Company participating in the meeting through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case the said stated quorum is not present at the meeting, the meeting shall be adjourned for 30 minutes, thereafter, the equity shareholders present shall be deemed to constitute the quorum. Equity shareholders entitled to attend, and vote may vote through remote e-voting facility prior to the meeting or through e-voting facility made available at the meeting. Since the meeting will be held through VC/OAVM, the facility for appointment of proxies will not be available for the meeting. However, institutional/corporate shareholders are entitled to appoint their authorized representatives for the purpose of voting through remote e-voting and for participation in the meeting.

Only persons whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., October 07, 2022 ("Cut-Off Date"), shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice (either by way of remote e-voting facility or the e-voting facility made available at the meeting) and attend the meeting. The voting rights of Equity Shareholders shall be in proportion to their holding in the paid-up share capital of the Company as on Cut-Off Date. A person who is not an Equity Shareholder of the Company as on the Cut-off Date, should treat the Notice for information purpose only.

Any person, who acquires shares of the Company after Dispatch Cut-off Date and whose name appears in the register of members/ list of beneficial owners maintained by the Depositories as on the Cut-Off Date can download this Notice from the website of Company at www.zee.com and may obtain the login ID and password in the manner outlined in the Notice. Each equity shareholder can opt for only one mode of voting i.e. either e-voting at the meeting or through remote e-voting. In case an equity shareholder casts vote by remote e-voting, the concerned equity shareholder will nevertheless be entitled to attend the meeting and participate in the discussions in the meeting but will not be entitled to vote again during the meeting. In case of equity shareholders exercising their right to vote via both modes, i.e. casting of vote by remote e-voting and also at the meeting, then vote cast through remote e-voting shall prevail over voting by the said equity shareholder at the meeting and the vote cast at the meeting shall be treated as invalid.

In pursuance of Section 112 and 113 of the Act, authorized representatives of the member may be appointed for the purpose of voting through remote e-voting, for participation in the meeting through VC/OAVM facility and e-voting at the meeting. If an authority letter/power of attorney by the board of directors or a certified copy of the resolution passed by its board of directors or other governing body authorizing such representative to vote and attend the meeting on its behalf along with the attested specimen signature of the duly authorized signatory who are authorized to vote is emailed to the Scrutinizer at vinita@vinodkohari.com or Company Secretary at shareservice@zee.com with a copy marked to evoting@nsdl.com not later than 48 (forty eight) hours before the time for holding the meeting.

The Applicant Company has appointed NSDL to provide the facility for voting through remote e-voting, for participation in the meeting through VC/OAVM Facility and e-voting at the meeting. In case of any query on remote e-voting, Members may refer to FAQs and/or e-voting user manual available on website of NSDL at www.evoting.nsdl.com or call on toll free no. 1800-1020-990 and 1800-22-44-30 or send a request at the designated e-mail ID evoting@nsdl.com.

The results of the meeting shall be announced by the Chairperson of the meeting, within two (2) working days of the conclusion of the meeting upon receipt of scrutinizer's report and the same shall be displayed on the website of the Applicant Company at www.zee.com and on the website of NSDL at www.evoting.nsdl.com besides being communicated to stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

Dated: September 10, 2022

Sd/-
Place: Mumbai

Suhail Nathani,
Chairperson appointed for the meeting of equity shareholders

कॉम क्र. सीएच-२

किंपनी २३० (३) आणि कंपनीज (कॉम्प्रमायजेस, अर्जेमेंट्स अँड अमालगेशन्स) एक्ट्स, २०१६ च्या नियम ६ व ७ अन्वयेत.

राष्ट्रीय कंपनी विधी न्यायाधिकरण, मुंबई स्थानिक मुंबई खंडपीठासमोर

कंपनी नोंदना अर्ज क्र. सी. ए. (सीएच) / २०४ / एमबी / २०२१

कंपनी अधिनियम, २०१३ (१८/ऑग २०१३) च्या प्रकरणात

आणि
 कंपनी अधिनियम, २०१३ ची कलम २३० ते २३२ आणि अन्य प्रसोक्त तरतुदी
 सहाय्यता, कंपनीज (कॉम्प्रमायजेस, अर्जेमेंट्स अँड अमालगेशन्स) एक्ट्स, २०१६ च्या नियम ६ प्रसोक्त सहाय्यता राष्ट्रीय कंपनी विधी न्यायाधिकरण नियम, २०१६ चे नियम ३१, ३३ आणि ३४ च्या प्रकरणात

श्री एस्टेटमेट प्रत्ययजेस लिमिटेड (अर्जेदार कंपनी / हस्तांतरक कंपनी क्र. १),
 बागला एस्टेटमेट प्रत्ययजेस लिमिटेड (हस्तांतरक कंपनी क्र. २) आणि फ्लॅगशॉप सॉल्युशन्स एस्टेटमेट प्रत्ययजेस लिमिटेड (पूर्वीची सोनी निवेशक निवेशक इंडिया प्रायव्हेट लिमिटेड) (हस्तांतरिती कंपनी) आणि त्यांचे संबंधित भागधारक (ज. धनजी यांच्यातील व्यवस्थेच्या संयुक्त योजनेच्या प्रकरणात

श्री एस्टेटमेट प्रत्ययजेस लिमिटेड
 कंपनी अधिनियम, १९५६ अन्वयेत स्थापित एक कंपनी, जीचा
 सीआयएस-एल १९३२ प्रमाण १८२पीएलसी १२८७३७ आणि त्याचे
 पीपीटीसी कॉर्पोरेशन आहे - १८ वा मजला, ए वी. मंडळ,
 पशुचरित, पन. एम. जोगीपारा, कोअर पार्क, मुंबई-४०००१३,
 भारत.

... अर्जेदार कंपनी / हस्तांतरक कंपनी क्र. ३
राष्ट्रीय कंपनी विधी न्यायाधिकरणच्या निर्देशानुसार बोलावण्यात आलेल्या

समभागधारकांच्या सभेची सूचना आणि सूचनेची जाहीरात

याद्वारे सूचना देण्यात येते की, २४ ऑक्टोबर, २०२२ च्या एका जाहीराती (आदेश) यामुळे
 राष्ट्रीय कंपनी विधी न्यायाधिकरण, मुंबई खंडपीठाचे (न्यायाधिकरण) द्वारे वाणीसह
 निदेशाविरिती, कंपनी अधिनियम, २०१३ ('अधिनियम') च्या कलम २३० ते २३२ च्या
 तरतुदी आणि त्याच्या अन्वयेत प्रसोक्त तरतुदी व त्या अंतर्गत नियमावली हस्तांतरक कंपनी क्र.
 १ आणि बागला एस्टेटमेट प्रत्ययजेस लिमिटेड ('हस्तांतरक कंपनी क्र. २') आणि फ्लॅगशॉप
 सॉल्युशन्स एस्टेटमेट प्रत्ययजेस लिमिटेड (पूर्वीची सोनी निवेशक निवेशक इंडिया प्रायव्हेट लिमिटेड)
 ('हस्तांतरिती कंपनी') आणि त्यांचे संबंधित भागधारक (ज. धनजी यांच्यातील व्यवस्थेच्या
 संयुक्त योजनेच्या निष्ठावत सैन्य बोयव्हाटल्यस मंडळ कंपनी) यांच्यात श्री एस्टेटमेट प्रत्ययजेस
 लिमिटेड ('अर्जेदार कंपनी') किंवा 'हस्तांतरक कंपनी १' च्या समभागधारकांची एक
 सभा बोलावून आयोजित करावी.
 उपरोक्त आदेश व त्यामधील निर्देशानुसार, याद्वारे सूचना देण्यात येते की, अर्जेदार कंपनीच्या
 समभागधारकांची सभा ऑक्टोबर, १४ ऑक्टोबर, २०२२ रोजी सा. ४.०० वा, एका हॉटेल
 विक्राणी समवेतांची प्रत्यक्ष उपस्थिती आवश्यक असलेल्या नामदार न्यायाधिकरणाच्या
 निर्देशानुसार विडिओ कॉन्फरन्सिंग / अवर ऑडिओ-विडिओ अथवा
 ('जि.सी./ओएफ.सी') मार्फत होईल. उपरोक्त सभेच्या (रिमोट ई-व्होटींगसाठी) आणि
 रिमोट ई-व्होटींगसाठी कालावधी सव्ही सव्ही ई-व्होटींगसाठी कट-ऑफ डेट (बाबीस प्रमाणे)

कट-ऑफ डेट	शुक्रवार, ०७ ऑक्टोबर, २०२२
रिमोट ई-व्होटींगची तारीख आणि वेळ	सुरुवात: सोमवार, १० ऑक्टोबर, २०२२ सा. ०९:०० वा. (शुक्रवे)
	समाप्ती: शुक्रवार, १४ ऑक्टोबर, २०२२ सा. ०५:०० वा. (शुक्रवे)

रिमोट ई-व्होटींगने मत देण्यासाठीची सुविधा वर सांगितलेल्या सोप्यासाठीच्या ऑनग्रेड वेळेमध्ये
 मिळवून देली जाईल.

अर्जेदार कंपनीने शुक्रवार, २६ ऑक्टोबर, २०२२ ('डिव्हिडेंड कट-ऑफ डेट') रोजी
 समभागधारकांच्या नोंदवहीत/संगणक सिस्टिमेटिंग विभागात रिमोट ई-व्होटींग (एनएसडीएस) वरून
 विभागात रिमोट ई-व्होटींग (एनएसडीएस) वरून रिमोट ई-व्होटींग ('विभागात रिमोट ई-व्होटींग') ने ठरवलेल्या
 लोभाची मातकान्या सूचीमध्ये न्यायाची नावे आढळतील त्या संबंधित भागधारकांना ६
 सप्टेंबर, २०२२ रोजी अधिनियमाच्या कलम २३० व २३२ सहाय्यता कलम २०२ व अन्य
 प्रसोक्त तरतुदी आणि कंपनीज (कॉम्प्रमायजेस, अर्जेमेंट्स अँड अमालगेशन्स) एक्ट्स,
 २०१६ च्या नियम ६ अन्वयेत योजना आणि स्वीकारणाच्या निवेदानसह सहाय्यता सूचना
 ('सूचना') (i) अर्जेदार कंपनी/विभागात रिमोट ई-व्होटींग/रिमोट ई-व्होटींग वरून
 एनएसडीएस वरून ठरवलेल्या पंचांबर ईमेल मार्फत; आणि (ii) जेथे समभाग धारकांना ई-मेल
 संबोधणी करणे शक्य नाही अशा अन्य बाबतीत रिमोट ई-व्होटींग/रिमोट ई-व्होटींग वरून ठरवलेल्या
 आदि.

अर्जेदार कंपनीने शुक्रवार, २६ ऑक्टोबर, २०२२ ('डिव्हिडेंड कट-ऑफ डेट') रोजी
 समभागधारकांच्या नोंदवहीत/संगणक सिस्टिमेटिंग विभागात रिमोट ई-व्होटींग (एनएसडीएस) वरून
 रिमोट ई-व्होटींग ('विभागात रिमोट ई-व्होटींग') ने ठरवलेल्या लोभाची मातकान्या सूचीमध्ये न्यायाची नावे
 आढळतील त्या संबंधित भागधारकांना ६ सप्टेंबर, २०२२ रोजी अधिनियमाच्या कलम २३० व २३२ सहाय्यता
 कलम २०२ व अन्य प्रसोक्त तरतुदी आणि कंपनीज (कॉम्प्रमायजेस, अर्जेमेंट्स अँड अमालगेशन्स) एक्ट्स,
 २०१६ च्या नियम ६ अन्वयेत योजना आणि स्वीकारणाच्या निवेदानसह सहाय्यता सूचना ('सूचना') (i) अर्जेदार
 कंपनी/विभागात रिमोट ई-व्होटींग/रिमोट ई-व्होटींग वरून एनएसडीएस वरून ठरवलेल्या पंचांबर ईमेल
 मार्फत; आणि (ii) जेथे समभाग धारकांना ई-मेल संबोधणी करणे शक्य नाही अशा अन्य बाबतीत रिमोट
 ई-व्होटींग/रिमोट ई-व्होटींग वरून ठरवलेल्या आदि.

रिमोट ई-व्होटींगने मत देण्यासाठीची सुविधा वर सांगितलेल्या सोप्यासाठीच्या ऑनग्रेड वेळेमध्ये
 मिळवून देली जाईल.

अर्जेदार कंपनीने शुक्रवार, २६ ऑक्टोबर, २०२२ ('डिव्हिडेंड कट-ऑफ डेट') रोजी
 समभागधारकांच्या नोंदवहीत/संगणक सिस्टिमेटिंग विभागात रिमोट ई-व्होटींग (एनएसडीएस) वरून
 रिमोट ई-व्होटींग ('विभागात रिमोट ई-व्होटींग') ने ठरवलेल्या लोभाची मातकान्या सूचीमध्ये न्यायाची नावे
 आढळतील त्या संबंधित भागधारकांना ६ सप्टेंबर, २०२२ रोजी अधिनियमाच्या कलम २३० व २३२ सहाय्यता
 कलम २०२ व अन्य प्रसोक्त तरतुदी आणि कंपनीज (कॉम्प्रमायजेस, अर्जेमेंट्स अँड अमालगेशन्स) एक्ट्स,
 २०१६ च्या नियम ६ अन्वयेत योजना आणि स्वीकारणाच्या निवेदानसह सहाय्यता सूचना ('सूचना') (i) अर्जेदार
 कंपनी/विभागात रिमोट ई-व्होटींग/रिमोट ई-व्होटींग वरून एनएसडीएस वरून ठरवलेल्या पंचांबर ईमेल
 मार्फत; आणि (ii) जेथे समभाग धारकांना ई-मेल संबोधणी करणे शक्य नाही अशा अन्य बाबतीत रिमोट
 ई-व्होटींग/रिमोट ई-व्होटींग वरून ठरवलेल्या आदि.

रिमोट ई-व्होटींगने मत देण्यासाठीची सुविधा वर सांगितलेल्या सोप्यासाठीच्या ऑनग्रेड वेळेमध्ये
 मिळवून देली जाईल.

अर्जेदार कंपनीने शुक्रवार, २६ ऑक्टोबर, २०२२ ('डिव्हिडेंड कट-ऑफ डेट') रोजी
 समभागधारकांच्या नोंदवहीत/संगणक सिस्टिमेटिंग विभागात रिमोट ई-व्होटींग (एनएसडीएस) वरून
 रिमोट ई-व्होटींग ('विभागात रिमोट ई-व्होटींग') ने ठरवलेल्या लोभाची मातकान्या सूचीमध्ये न्यायाची नावे
 आढळतील त्या संबंधित भागधारकांना ६ सप्टेंबर, २०२२ रोजी अधिनियमाच्या कलम २३० व २३२ सहाय्यता
 कलम २०२ व अन्य प्रसोक्त तरतुदी आणि कंपनीज (कॉम्प्रमायजेस, अर्जेमेंट्स अँड अमालगेशन्स) एक्ट्स,
 २०१६ च्या नियम ६ अन्वयेत योजना आणि स्वीकारणाच्या निवेदानसह सहाय्यता सूचना ('सूचना') (i) अर्जेदार
 कंपनी/विभागात रिमोट ई-व्होटींग/रिमोट ई-व्होटींग वरून एनएसडीएस वरून ठरवलेल्या पंचांबर ईमेल
 मार्फत; आणि (ii) जेथे समभाग धारकांना ई-मेल संबोधणी करणे शक्य नाही अशा अन्य बाबतीत रिमोट
 ई-व्होटींग/रिमोट ई-व्होटींग वरून ठरवलेल्या आदि.

संस्था /
 ठिकाण: मुंबई
 मुद्रित न्यायाधी,
 समभागधारकांच्या सभेसाठी नियुक्त अध्यक्ष