



Extraordinary Together

June 12, 2023

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 Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated May 25, 2023, together with the explanatory statement thereto, seeking approval of the Members of the Company, on the Special Resolution forming part of the Postal Ballot Notice, pertaining to re-appointment of Ms. Alicia Yi (DIN: 08734283) as an Independent Director of the Company.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Company's Registrar and Transfer Agent/Depositories as on the cut-off date i.e. Friday, June 02, 2023.

The Company has engaged the services of National Securities Depository Limited ('NSDL'), for facilitating remote e-voting to enable the Members to cast their votes electronically. The detailed procedure for remote e-voting is given in the Postal Ballot Notice. The remote e-voting period commences from Wednesday, June 14, 2023 at 9:00 a.m. (IST) and concludes on Thursday, July 13, 2023 at 5:00 p.m. (IST).

The Postal Ballot Notice is also being uploaded on the Company's website i.e. www.zee.com and on the website of NSDL at www.evoting.nsdl.com.

The results of the Postal Ballot will be declared within 48 hours from the conclusion of the e-voting and will be uploaded on the website of the Company i.e. www.zee.com and also on the website of NSDL i.e. www.evoting.nsdl.com after intimation to the Stock Exchanges.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Zee Entertainment Enterprises Limited

Ashish Agarwal
Company Secretary
FCS6669

Encl: As above



Extraordinary Together

ZEE ENTERTAINMENT ENTERPRISES LIMITED

CIN: L92132MH1982PLC028767

Registered Office: 18th Floor - A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel, Mumbai 400013

Tel. 022 – 71061234 **Fax.** 022 - 2300 2107 **Website** – www.zee.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 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') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars'), that the resolution appended below for re-appointment of Ms. Alicia Yi (DIN: 08734283), as an Independent Director of Zee Entertainment Enterprises Limited (the 'Company') is proposed for approval of the Members of the Company through Postal Ballot by voting through electronic means ('remote e-voting').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants ('DPs'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of the National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to the Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the proposed Resolution, Explanatory Statement and the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice not later

than 5:00 p.m. (IST) on Thursday, July 13, 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors of the Company has appointed Ms. Vinita Nair, (FCS: F10559, COP No. 11902) Senior Partner, M/s. Vinod Kothari & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit her report to the Chairman or any other person authorised by him and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be placed on the Company's website viz. www.zee.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously intimate to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

SPECIAL BUSINESS

Re-appointment of Ms. Alicia Yi (DIN: 08734283) as an 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions 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), based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Alicia Yi (DIN 08734283) who holds the office as an Independent Director of the Company until April 23, 2023 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 Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a term of 3 (three) consecutive years commencing from April 24, 2023 upto April 23, 2026 (both days inclusive), and whose office shall not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors
For Zee Entertainment Enterprises Limited

Ashish Agarwal
Company Secretary
FCS 6669

Place: Mumbai

Date: May 25, 2023

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. The explanatory statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/list of beneficial owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose email address is registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants ('DPs'), as on Friday, June 2, 2023 ('Cut-off Date'). The voting right of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/DPs) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.
3. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting Postal Ballot Form physically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Notice.
4. The remote e-voting shall commence on Wednesday, June 14, 2023 at 9:00 a.m. (IST) and shall end on Thursday, July 13, 2023 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
5. A copy of this Notice is also available on the website of the Company at www.zee.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
6. The voting for this Notice cannot be exercised through proxy.
7. All the documents referred to in this Notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection on the website of the Company from the date of commencement of e-voting period i.e. Wednesday, June 14, 2023 upto the last date of e-voting i.e. Thursday, July 13, 2023.
8. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, July 13, 2023. Further, resolution passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
9. To support the 'Green Initiative', the Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held in electronic form and with Company's Registrars and Transfer Agents, Link Intime India Private Limited ('Link Intime') in case the shares are held in physical form.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DPs in case the shares are held in electronic form and to Link Intime in case the shares are held in physical form.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.zee.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.

11. Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and in order to eliminate risks associated with physical transfer of securities, members holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Link Intime for assistance in this regard.

12. **INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING**

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. | <ol style="list-style-type: none"> <li data-bbox="448 1457 1482 1814">1. 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. <li data-bbox="448 1814 1482 1959">2. 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 |

| | |
|---|---|
| | <p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>1. 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> <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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 124083 then user ID is 124083001*** |

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - i) 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'.
 - ii) 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:

- a) 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.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) 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.co.in. 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 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

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 resolution 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

shareholders 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.co.in 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.

**EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013]**

RE-APPOINTMENT OF MS. ALICIA YI (DIN: 08734283) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Alicia Yi (DIN: 08734283) was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ('Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), by the members at the Annual General Meeting held on September 18, 2020, to hold office up to April 23, 2023. She is eligible for re-appointment for a second term on the Board of the Company. The Nomination & Remuneration Committee, at its meeting held on April 10, 2023, after considering the performance evaluation of Ms. Alicia Yi during her first term of three years and considering her valuable contribution, has recommended to the Board her re-appointment for a second term of three years. Based on the recommendation of the Nomination & Remuneration Committee, the Board, vide circular resolution dated April 20, 2023, has recommended the re-appointment of Ms. Alicia Yi as an Independent Director, not liable to retire by rotation, for a second term of three years effective from April 24, 2023 to April 23, 2026 (both days inclusive), for the approval of the Members by way of a Special Resolution.

Ms. Alicia Yi meets the following skills and capabilities required for the role as an Independent Director as identified by the Nomination & Remuneration Committee of the Board:

- Experience in developing high performance leadership teams and CEO succession. With her strong human capital consultancy background, she helps in strengthening leadership at the executive and Board levels.
- Apt in strategic choice and experience in guiding and leading management teams to make decisions in uncertain environments.
- Experience in driving business success in markets around the world and a broad perspective on global market opportunities.

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

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, the appointment of Independent Directors requires approval of the members.

The Company has also received declaration from Ms. Alicia Yi that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations.

The Company has received requisite consent pursuant to the provisions of Section 152 of the Act along with confirmation that she is not disqualified from being appointed as a director in terms of Section 164 of the Act.

The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Ms. Alicia Yi to the office of Independent Director.

In the opinion of the Board and based on its evaluation, Ms. Alicia Yi fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for her re-appointment as an Independent Director of the Company and she is independent of the Management of the Company.

The resolution seeks the approval of Members for the re-appointment of Ms. Alicia Yi as an Independent Director of the Company effective from April 24, 2023 to April 23, 2026, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Details of Ms. Alicia Yi are provided hereunder in this Notice pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on the General Meeting issued by the Institute of Company Secretaries of India.

She shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of the letter of re-appointment of Ms. Alicia Yi setting out the terms and conditions of re-appointment is available for inspection by the Members on the website of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Ms. Alicia Yi (whose re-appointment is proposed in this resolution) are, in any way, concerned or interested financially or otherwise in this resolution set out at this Notice.

Brief Profile and other details of Ms. Alicia Yi form part of this Notice.

The Board recommends the Special Resolution set out in this Notice for approval of the Members.

Details of Director seeking re-appointment

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

| Ms. Alicia Yi (DIN: 08734283) | |
|--|--|
| Age | 57 years |
| Qualifications | <ul style="list-style-type: none"> - B.A. in Economics from the Northwestern University, Evanston, Illinois - Executive Education, YPO Presidents Program, from Harvard Business School |
| Experience (including brief resume and expertise in specific functional areas) | Ms. Alicia Yi is B.A. in Economics from the Northwestern University, Evanston, Illinois and has completed her Executive Education, YPO Presidents Program, from Harvard Business School. Ms. Alicia Yi has held a series of leadership roles working with top tier industry executives across consumer goods, retail, hospitality, travel, leisure, consumer health, media and entertainment. Currently, she is the Vice Chair of Korn Ferry's Diversity, Equity & Inclusion practice based in Singapore. She is also a member of the Board & CEO Services Practice. With a strong human capital consultancy background, Ms. Alicia Yi has conducted high profile C-suite search |

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| | <p>assignments for global multinational as well as high growth Asian companies. She regularly serves as a trusted advisor to boards in building and developing high performing leadership teams and CEO succession. As a champion of diversity and inclusion, she helps companies in strengthening leadership at the executive and Board levels.</p> <p>She is on the Advisory Board for Women’s Forum for the Economy & Society and also a frequent speaker on leadership, human capital strategy and diversity & inclusion. Ms. Alicia is an active member of the Young President Organization (YPO): Global Learning Committee, Global Taskforce of Champion Lifecycle, Singapore Chapter Chair and Singapore Chapter Learning Officer.</p> |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | <ul style="list-style-type: none"> • Experience in developing high performance leadership teams and CEO succession. With her strong human capital consultancy background, she helps in strengthening leadership at the executive and Board levels. • Apt in strategic choice and experience in guiding and leading management teams to make decisions in uncertain environments. • Experience in driving business success in markets around the world and a broad perspective on global market opportunities. |
| Terms and conditions of Re-appointment | To be re-appointed as an Independent Director of the Company and will not be liable to determination by retirement by rotation for three years with effect from April 24, 2023. |
| Remuneration last drawn (including sitting fees if any) | Sitting Fees: ₹ 1,80,000 (Paid for FY 22-23) Commission: ₹ 56,02,357 (Commission relates to FY 2021-22 which was paid during FY 2022-23) |
| Remuneration proposed to be paid | Sitting fees and Commission in accordance with provisions of applicable laws |
| Date of First appointment on the Board | She was appointed as an Independent Director of the Company on April 24, 2020 |
| Shareholding in the Company as on May 30, 2023 | Nil |
| Relationship with other directors / Key Managerial Personnel | Nil |
| Number of meetings of the Board attended during financial Year (2022-23) | 3 |
| Directorship held in other Public Companies (excluding Private and Section 8 Companies) as on May 30, 2023 | Nil |

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| Membership/ Chairmanship of Committees held in other Companies (excluding Private and Section 8 Companies) as on May 30, 2023 | Nil |
| Listed entities from which Ms. Alicia Yi has resigned in the past three years | Nil |

By Order of the Board of Directors
For Zee Entertainment Enterprises Limited

Ashish Agarwal
Company Secretary
FCS 6669

Place: Mumbai
Date: May 25, 2023

Registered Office:
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