



NOTICE

Notice is hereby given that the 44th Annual General Meeting ('AGM') of the Members of Zee Entertainment Enterprises Limited ('the Company') will be held on Thursday, September 17, 2026, at 4.00 p.m. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31 2026 and the reports of the Board of Directors and the Statutory Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Statement of Cash Flow for the financial year ended on that date and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby received considered and adopted;

RESOLVED FURTHER THAT the Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Statement of Cash Flow for the financial year ended on that date and the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To declare the final dividend of ₹ 2/- per equity share for the financial year ended March 31, 2026.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the final dividend of ₹ 2/- per Equity Share of the face value of Re 1/- each for the financial year ended March 31, 2026 on 960,519,420 Equity Shares of the Company aggregating to approximately ₹ 1921 million as recommended by the Board of Directors, be and is hereby declared and that the said dividend be distributed out of the Profits for the financial year ended March 31, 2026."

3. **To appoint a Director in place of Mr. Saurav Adhikari (DIN: 08402010), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. Saurav Adhikari (DIN: 08402010), Non-Executive Non Independent Director, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. **Ratification of Remuneration to Cost Auditors for financial year ended March 31, 2027.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the payment of the cost audit fees amounting to ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses to M/s. Vaibhav P. Joshi & Associates, Cost Accountants (Firm Registration No. 101329) towards the audit of the Company's cost accounting records, for Financial Year 2026–27 as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Re-appointment of Ms. Deepu Bansal (DIN: 09497525) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following as **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'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and pursuant to the approval granted by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, Ms. Deepu Bansal (DIN: 09497525) who was appointed as an Independent Director of the Company for the first term of 3 (three) consecutive years commencing from October 13 2023 to October 12, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation for the period of 5 (five) years i.e. from October 13, 2026 to October 12, 2031 (both days inclusive)."

6. **Re-appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following as **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'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the approval granted by the Board

of Directors based on the recommendations of the Nomination and Remuneration Committee, Mr. Uttam Prakash Agarwal (DIN: 00272983) who was appointed as an Independent Director of the Company for the first term of 3 (three) consecutive years commencing from December 17, 2023 to December 16, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation for the period of 5 (five) years i.e. from December 17, 2026 to December 16, 2031 (both days inclusive)."

7. **Re-appointment of Dr. Venkata Ramana Murthy Piniseti (DIN: 03483544) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following as **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'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the approval granted by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, Dr. Venkata Ramana Murthy Piniseti (DIN: 03483544) who was appointed as an Independent Director of the Company for the first term of 3 (three) consecutive years commencing from December 17, 2023 to December 16, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation for the period of 5 (five) years i.e. from December 17, 2026 to December 16, 2031 (both days inclusive)."



8. **Re-appointment of Mr. Shishir Babubhai Desai (DIN: 01453410) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following as **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’), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the approval granted by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, Mr. Shishir Babubhai Desai (DIN: 01453410) who was appointed as an Independent Director of the Company for the first term of 3 (three) consecutive years commencing from

December 17, 2023 to December 16, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation for the period of 5 (five) years i.e. from December 17, 2026 to December 16, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded, for continuation of office of directorship of Mr. Shishir Babubhai Desai (DIN: 01453410), Independent Director of the Company, who will attain the age of 75 years during the second term of office.”

**By Order of the Board of Directors
for Zee Entertainment Enterprises Limited**

Ashish Agarwal
Company Secretary
Membership No. F6669

Place: Mumbai
Date: August 10, 2026

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. In accordance with the provisions of the Companies Act, 2013 (‘Act’), read with the Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025 other Circulars issued by the Ministry of Corporate Affairs (‘MCA’) from time to time, and Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 issued by Securities and Exchange Board of India (SEBI) (‘the Circulars’), Companies are allowed to hold AGM through video conference/other audio visual means (‘VC/OAVM’) till further orders, without the physical presence of members. Accordingly, in compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), MCA Circulars and SEBI Circulars, 44th AGM will be held through VC/OAVM only.

In accordance with the Secretarial Standard–2 on General Meetings issued by ICSI read with Clarification/ Guidance on applicability of Secretarial Standards – 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.

National Securities Depository Limited (‘NSDL’) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note no. 18.

2. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. An Explanatory Statement pursuant to Section 102 of the Act, in respect of the business to be transacted at the AGM as set out under Item Nos. 4 to 8 and relevant details of the Director as mentioned under Item No. 3, and Item Nos. 5 to 8 as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’) are annexed hereto.

The Board of Directors has considered and decided to include the Item Nos. 4 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since this AGM is being held pursuant to MCA and SEBI Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members shall not be available for AGM or any adjournment thereof, if any, and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) intending to participate in the AGM are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorisation etc., authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address to vinita@vinodkothari.com with a copy marked to shareservice@zee.com and evoting@nsdl.com.
6. The Company has fixed Thursday, September 10, 2026, as the ‘Record Date’ for determining entitlement of Members for dividend for the financial year ended March 31, 2026, if approved at the AGM.
7. Equity Dividend for the financial year ended March 31, 2026, as recommended by the Board of Directors, if approved by Members at the AGM, will be paid, subject to deduction of tax at source (‘TDS’) on or after Friday, September 18, 2026 (within the statutory time limit), to those Members whose names appear in the Register of Members as on the Record Date i.e. September 10, 2026.
8. Members may note that as per the Income Tax Act, 2025, dividends paid or distributed by the Company shall be taxable in the hands of the shareholders and the Company shall be required to deduct TDS at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 2025. The shareholders are requested to update their Residential Status, PAN, Category, Email Address, Residential Address with the Company / Company’s

Registrars and Transfer Agents, MUFG Intime India Private Limited ('MUFG Intime') (in case of shares held in physical mode) and Depository Participants ('DPs') (in case of shares held in demat mode).

9. A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by uploading the relevant documents on the link <https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html> on or before Friday, September 4, 2026. Shareholders are requested to note that in case their PAN are not registered, the tax will be deducted at a higher rate.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits by uploading the relevant declarations and documents on the link as mentioned above. The aforesaid declarations and documents need to be submitted by the shareholders on or before Friday, September 4, 2026.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as amended, has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at www.zee.com and on the website of the Company's RTA at www.in.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

10. To support the 'Green Initiative', 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 MUFG Intime in case the shares are held in physical form.

11. 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 MUFG 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 Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023 read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026, 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.

Pursuant to the relevant SEBI Circulars, dividends to security holders holding shares in physical mode shall be paid only in electronic mode, provided the folio is KYC-compliant, as payment through dividend warrants or cheques has been discontinued. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email address, bank details, valid PAN linked to Aadhaar of all holders in the folio, specimen signature, nomination, etc.

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on the Company's website www.zee.com. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the Company/RTA. In this regard, the Company has sent communication to shareholders holding shares in physical form. Further, Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's

website www.zee.com. Members are requested to submit the said details to their DPs, in case the shares are held by them in electronic form and to MUFG Intime, in case the shares are held in physical form. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at www.zee.com. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/MUFG Intime, in case the shares are held by them in physical form.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM provided the votes are not already cast through remote e-voting.
14. Members who wish to obtain information on the Financial Statements for the financial year ended March 31, 2026, may send their queries at least seven days before the AGM to the Company Secretary at the registered office of the Company or by e-mail to shareservice@zee.com. The same will be replied by the Company.
15. Equity Dividend for the financial year ended March 31, 2019, which remains unpaid and unclaimed, will be transferred to the Investor Education and Protection Fund ('IEPF') of the Central Government within 30 days from 'Due Date', viz. August 29, 2026. Members who have not encashed their dividend warrant(s) for dividend issued by the Company for the financial year ended March 31, 2019, or any subsequent financial years, are requested to lodge their claims immediately with MUFG Intime.

Members may further note that, pursuant to Section 124 of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all shares on which dividend remains unclaimed for 7 (seven) consecutive years or more have been, and shall be liable to be transferred to IEPF Authority. Members are further advised that in terms of applicable provisions of the Act and IEPF Rules, Unclaimed Dividends and shares transferred to IEPF Authority can be claimed from the IEPF Authority after following the process prescribed in the said Rules.

16. In compliance with the MCA Circulars and SEBI Circulars, the Annual Report which includes 44th AGM Notice for the financial year 2025–26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Further, a letter providing a weblink and

QR code for accessing the Notice of the AGM and Integrated Annual Report for the financial year 2025–26 will be sent to those shareholders who have not registered their email address. Members may note that the said Annual Report will also be available on the Company's website at www.zee.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

17. Statutory Registers and all the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act are available for inspection electronically on the website of the Company upto conclusion of the 44th AGM.

18. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

A. Voting Through Electronic Means

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
- ii. The remote e-voting period begins on Sunday September 13, 2026 at 9:00 a.m. (IST) and ends on Wednesday September 16, 2026 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Thursday, September 10, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 10, 2026. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through



e-voting system during the AGM.

- iii. The Board of Directors has appointed Ms. Vinita Nair (Membership No. F10559), Joint Managing Partner, M/s. Vinod Kothari & Company, Company Secretaries as Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- v. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at www.evoting.nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022 – 4886 7000 and 022 – 2499 7000. In case of Individual Shareholders holding securities in demat

mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 10, 2026 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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/Id easDirectReg.jsp

Type of shareholders	Login Method
	4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	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. 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 or joining virtual meeting & voting during the meeting. 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. 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. 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.
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 or joining virtual meeting & voting during the meeting.

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.com or call at 022 – 4886 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. 1800–21–09911

B) Login Method for e-Voting and joining virtual meeting 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?

- 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, 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.

- 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 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- 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.
- How to retrieve your ‘initial password’?

- 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’.

- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - 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.
 - “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- 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.

- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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.com. 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.
- 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.
- 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 or send a request to Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Assistant Vice President – NSDL Official at evoting@nsdl.com

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 RESOLUTIONS SET OUT IN THIS NOTICE:

- 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
- 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 shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password

for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shareservice@zee.com. The same will be replied by the company suitably.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Members who need assistance before or during the AGM, can contact NSDL officials Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Assistant Vice President - NSDL Official at evoting@nsdl.com or call on 022 - 4886 7000.
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at shareservice@zee.com from Monday, September 7, 2026 (9:00 a.m. IST) to Thursday, September 10, 2026 (5:00 p.m. IST). Those Members who have registered themselves as a

speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. In terms of Regulation 44(3) of Listing Regulations, the Company will declare results along with the Scrutiniser's Report within two working days of the conclusion of AGM and the business items of the AGM notice shall be deemed to be passed on the date of AGM. The Results alongwith scrutiniser's report shall be placed on the Company's website www.zee.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

RATIFICATION OF REMUNERATION TO COST AUDITORS FOR FINANCIAL YEAR ENDING MARCH 31, 2027:

The Board of Directors of the Company, based on the recommendations of the Audit Committee, have approved the appointment of M/s. Vaibhav P Joshi & Associates, Cost Accountant (Firm Registration No. 101329), as Cost Auditor of the Company ('Cost Auditor') for conducting the audit of cost records of the Company, for FY 2026–27 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals for the financial year ending March 31, 2027.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, consent of the Members is sought for the ratification of the remuneration to be paid to the Cost Auditors for conducting the audit of the cost records of the Company for FY 2026–27.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for the ratification by the Members of the Company.

ITEM No. 5, 6, 7, and 8:

RE-APPOINTMENT OF MS. DEEPU BANSAL (DIN: 09497525), MR. UTTAM PRAKASH AGARWAL (DIN: 00272983), DR. VENKATA RAMANA MURTHY PINISETTI (DIN: 03483544) AND MR. SHISHIR BABUBHAI DESAI (DIN: 01453410) AS INDEPENDENT DIRECTORS OF THE COMPANY:

Ms. Deepu Bansal (DIN: 09497525), Mr. Uttam Prakash Agarwal (DIN: 00272983), Dr. Venkata Ramana Murthy Piniseti (DIN: 03483544) and Mr. Shishir Babubhai Desai (DIN: 01453410) were appointed as Independent Directors 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 ('Listing Regulations'), by the members of the Company at the 41st Annual General Meeting held on December 16, 2023 for Ms. Deepu Bansal and through a postal ballot conducted in March 2024 for Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai.

In line with the overall limit of tenure permissible under the statutory provisions of the Act, to promote consistency in Board succession planning and governance practices considering strategic initiatives and transformation in progress and, based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company approved the revision in tenure of Independent Directors from three years to five years for each term of appointment.

The first term as an Independent Director of Ms. Deepu Bansal is due to expire on October 12, 2026 and for Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai is due to expire on December 16, 2026. The Nomination and Remuneration Committee ("NRC") after considering their performance evaluation of all aforesaid Independent Directors and taking into account their knowledge, expertise, experience, skills, substantial contribution and time commitment, has recommended to the Board their re-appointment for a second term of 5 years.

(A) Ms. Deepu Bansal

Ms Deepu Bansal possesses over 21 years of extensive professional experience across critical domains, including risk management, internal audit, governance and regulatory compliance, and the design and implementation of robust process controls. Throughout her career, she has demonstrated a strong track record of strengthening internal control frameworks, enhancing risk mitigation strategies, and ensuring adherence to evolving regulatory requirements and corporate governance standards.

Her expertise spans identification and assessment of strategic and operational risks, development of internal audit plans, review of financial and non-financial controls, and advising management on best practices for improving organizational efficiency and compliance culture. She has also been instrumental in driving process improvements and embedding accountability mechanisms within organizations.

Over the past three years, Ms. Deepu Bansal has consistently devoted adequate time and attention to effectively discharge her duties and responsibilities as an Independent Director. Her focused engagement has enabled her to actively contribute to Board deliberations, provide independent oversight, and support the Board in upholding high standards of corporate governance. The Board also noted her active participation in Board and Committee deliberations.

The NRC and the Board have evaluated her qualifications, expertise and experience and are satisfied that she possesses the requisite skills, knowledge, integrity, independence and strategic leadership capabilities required for the role of an Independent Director. Her expertise in risk management, internal controls, governance, regulatory compliance and internal audit is particularly relevant for strengthening the Company's governance and oversight framework and will continue to provide valuable guidance and contribute meaningfully to the effective functioning of the Board and its Committees.

(B) Mr. Uttam Prakash Agarwal

Mr. Uttam Prakash Agarwal possesses over three decades of extensive experience in finance, taxation, banking, investment, insurance, mutual funds, audit, corporate governance and regulatory affairs. He has held several distinguished leadership positions, including serving as the President of the Institute of Chartered Accountants of India ('ICAI'), and has been associated with various regulatory and professional bodies such as Securities and Exchange Board of India, Reserve Bank of India, Insurance Regulatory and Development Authority of India, Ministry of Corporate Affairs, Comptroller and Auditor General of India and the International Federation of Accountants (IFAC). He serves on the boards of other listed companies and financial institutions, bringing deep insight into governance, compliance and stakeholder management. His expertise in finance, taxation, accounting, capital markets and regulatory affairs enables the Board to benefit from deep financial and governance oversight.

The NRC and the Board have evaluated his qualifications, expertise and experience and are satisfied that he possesses the requisite skills, knowledge, integrity, independence and strategic leadership capabilities required for the role of an Independent Director. His strong understanding of financial oversight, risk management, regulatory compliance, board processes and corporate governance, together with his proven track record of leadership and public service, will continue to provide valuable guidance and contribute meaningfully to the effective functioning of the Board and its Committees.

(C) Dr. Venkata Ramana Murthy Piniseti

Dr. Venkata Ramana Murthy Piniseti possesses over three and a half decades of extensive leadership experience in human resources, strategy, organisation development, talent management, business transformation, leadership development, employment

laws and corporate governance. He has held senior leadership positions with leading multinational and Fortune 500 organisations, including serving as Executive Vice President and Global Chief Human Resources Officer of The Indian Hotels Company Limited (IHCL) and as a Board-level Human Resources leader with The Coca-Cola Company. His global exposure across Asia, Europe and the United States, coupled with his academic credentials, executive coaching expertise and advisory roles to CEOs and Boards, provides him with a broad strategic and governance perspective.

The NRC and the Board have evaluated his qualifications, expertise and experience and are satisfied that he possesses the requisite skills, knowledge, integrity, independence and leadership capabilities required for the role of an Independent Director. His deep understanding of organisational effectiveness, human capital management, succession planning, culture transformation, stakeholder engagement, risk management and strategic decision-making enables him to provide valuable insights to the Board. His experience in guiding organisations through complex business and talent challenges will contribute meaningfully to the Company's governance framework and the effective functioning of the Board and its Committees. His expertise in human capital, leadership development, succession planning, organisation transformation and culture building provides valuable perspectives to the Board.

(D) Mr. Shishir Babubhai Desai

Mr. Shishir Babubhai Desai possesses extensive experience of over four decades in corporate and commercial laws, financial restructuring, mergers and acquisitions, private equity, joint ventures, foreign collaborations, regulatory compliance and corporate governance. As the Founder Partner of Desai Billimoria & Associates, Advocates & Solicitors, he has advised on a wide range of complex legal, commercial and strategic transactions. He is a Solicitor enrolled with the Bombay Incorporated Law Society, a Solicitor of the Supreme Court of England & Wales (Non-Practicing), and a Member of the Institute of Company Secretaries of India.

The NRC and the Board have evaluated his qualifications, expertise and experience and are satisfied that he possesses the requisite skills, knowledge, integrity, independence and leadership capabilities required for the role of an Independent Director. His deep understanding of legal and regulatory frameworks, board governance, risk management, commercial

negotiations and strategic decision-making enables him to provide valuable insights and independent judgment on matters relating to governance, compliance and business strategy, thereby contributing effectively to the functioning of the Board and its Committees. His extensive experience in corporate law, mergers and acquisitions, regulatory matters, strategic transactions and governance contributes significantly to Board deliberations.

Mr. Shishir Babubhai Desai will attain the age of 75 years during the second term and, in order to continue his directorship, a Special Resolution is required to be passed pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that Mr. Shishir Babubhai Desai's rich and diverse experience is a valuable asset to the Company and enriches Board deliberations through his extensive legal, governance and strategic expertise. He is a person of integrity who possesses the required expertise, and his continued association as an Independent Director would be beneficial to the Company. The Board considers that his continued association would be of immense benefit to the Company and accordingly recommends the Special Resolution for continuation of his directorship during the second term in compliance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the above, the NRC and the Board are of the view that Ms. Deepu Bansal, Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai possess the required skills and capabilities for the role of an Independent Director and hence it is proposed to reappoint them as independent directors.

Based on the recommendations of NRC the Board at its meeting held on August 10, 2026, has recommended the following for approval of members by means of Special Resolution:

- re-appointment of Ms. Deepu Bansal as Independent Director for the second term of 5 (five) years effective from October 13, 2026, to October 12, 2031 (both days inclusive), not liable to retire by rotation; and
- re-appointment of Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai as Independent Directors for the second term of 5 (five) years effective from December 17, 2026, to December 16, 2031 (both days inclusive), not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 16, 17 and 25 of the

Listing Regulations, the re-appointment of an Independent Director requires approval of the members by way of Special Resolution. Further, Regulation 17(1C) of the Listing Regulations requires listed entities to obtain approval of shareholders for appointment /re-appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of appointment/re-appointment whichever is earlier. Further, in case the appointment is subject to approval of regulatory government or statutory authorities then the time taken to receive such approval shall be excluded for the purpose of this clause.

As the Company operates in the Media and Entertainment sector it is governed by the Ministry of Information and Broadcasting ('MIB'). The Company had already obtained the requisite approval from MIB for their appointment as directors of the Company when they were initially appointed as Independent Directors in October 2023 and December, 2023 respectively. Accordingly, no further approval from MIB is required for their current re-appointment.

The Company has also received declarations from the aforesaid directors confirming that they meet the criteria of independence as prescribed in the Section 149(6) of the Act and the Listing Regulations. The Company has received requisite consent pursuant to the provisions of section 152 of the Act along with confirmation that they are not disqualified from being appointed as directors in terms of section 164 of the Act and are not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

Ms. Deepu Bansal, Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai have duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to enrolment of their names in the online databank of Independent Directors.

The Company has also received notices under section 160 of the Act from members intending to nominate Ms. Deepu Bansal, Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai to the office of Independent Directors.

In the opinion of the Board and based on its evaluation, the aforesaid Directors fulfill the conditions specified in the Act, Rules made thereunder and the Listing Regulations for their re-appointment as Independent Directors of the Company and that they are independent of the management of the Company.

The Nomination and Remuneration Committee and the Board have also reviewed the other directorships, committee

positions and professional commitments of the aforesaid Directors and are satisfied that there are no material conflicts of interest which could impair their ability to exercise independent judgement and discharge fiduciary responsibilities in the best interests of the Company and its stakeholders.

The resolutions seek the approval of the members pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof) for:

- re-appointment of Ms. Deepu Bansal as Independent Directors for the second term of 5 (five) years effective from October 13, 2026 to October 12, 2031 (both days inclusive), not liable to retire by rotation; and
- re-appointment of Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai as Independent Directors for the second term of 5 (five) years effective from December 17, 2026 to December 16, 2031 (both days inclusive), not liable to retire by rotation.

Further, the aforesaid Directors shall be entitled to receive remuneration by way of sitting fees for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission, if any within the limit stipulated under Section 197 of the Act.

Copies of the letters of re-appointment for the above four directors setting out the terms and conditions of their re-appointment are 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. Deepu Bansal (whose re-appointment is proposed in the Resolution No. 5) are in any way concerned or interested financially or otherwise in the resolution set out at item No. 5 of the Notice.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Uttam Prakash

Agarwal (whose re-appointment is proposed in the Resolution No. 6) are in any way concerned or interested financially or otherwise in the resolution set out at item No. 6 of the Notice.

None of the other Directors Key Managerial Personnel of the Company and their relatives except Dr. Venkata Ramana Murthy Piniseti (whose re-appointment is proposed in the Resolution No. 7) are in any way concerned or interested financially or otherwise in the resolution set out at item No. 7 of the Notice.

None of the other Directors Key Managerial Personnel of the Company and their relatives except Mr. Shishir Babubhai Desai (whose re-appointment is proposed in the Resolution No. 8) are in any way concerned or interested financially or otherwise in the resolution set out at item No. 8 of the Notice.

The brief profile including educational qualifications of Ms. Deepu Bansal, Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai along with other information as required under Regulation 36(3) of the Listing Regulations, as amended and/or Secretarial Standard on General Meetings (SS-2) forms part of the Annexure of the Notice.

The Board is also of the view that the proposed re-appointment would help maintain an appropriate balance of skills, experience, diversity and independence on the Board and would continue to strengthen the Company's governance framework.

The Board believes that the continued association of Ms. Deepu Bansal, Mr. Uttam Prakash Agarwal, Dr. Venkata Ramana Murthy Piniseti and Mr. Shishir Babubhai Desai would be beneficial to the Company considering their valuable contribution during the first term, extensive experience, domain knowledge, understanding of governance practices and ability to provide independent and objective judgement on matters placed before the Board.

The Board recommends the Special Resolutions set out at items Nos 5, 6, 7 and 8 of the Notice for approval of the Members.

ANNEXURE TO THE NOTICE DATED AUGUST 10, 2026

Details of Directors seeking re-appointment at the 44th AGM to be held on September 17, 2026 (pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings)

Item No. 3

To appoint a Director in place of Mr. Saurav Adhikari, Non-Executive Non-Independent Director (DIN: 08402010), who retires by rotation and being eligible, offers himself for re-appointment.

Name of Director	Mr. Saurav Adhikari (DIN: 08402010)
Age	68 years
Experience	More than 45 years
Qualifications	Mr. Saurav Adhikari schooled at Mayo College, Ajmer, earned his B.A. (Honors) Economics from Hindu College, Delhi University, did his MBA from JBIMS, Bombay University.
Brief Resume (including expertise in specific functional areas)	Mr. Saurav Adhikari is a senior business leader with four decades of deep domain expertise in global businesses and markets, across technology, FMCG, and consumer durables sectors as an operations, general management and investment specialist. In over two decades in the technology sector with HCL (2000-2019), he has held multiple leadership roles as the Founding President of HCL’s startup enterprise networking firm, led a team that established what has now become a multi-hundred million dollar IT enabled services (“ITES”) business, served as President of HCL’s ITES North American business, and as President of Global Corporate Strategy. He has worked on several multi-billon dollar inorganic investments in technology and software, carve-outs of multiple enterprise software product suites, joint ventures with global majors, focusing on transforming and reinventing HCL’s business. He was instrumental in strategizing HCL’s pivoting of its business model to a leading intellectual property led solutions company. In his technology role, he had built deep inroads into global private equity and VC firms, while creating large, successful, value-based partnerships between HCL and private equity owned technology businesses, which are considered groundbreaking in the industry. At HCL, he held various executive positions, the last being President, Global Strategy, working directly with the Founder & Chairman with oversight across the group’s business, as well as the not-for-profit Shiv Nadar Foundation. During this time, he contributed to HCL’s immense growth from a ~\$200mn revenue company in 2000 to \$14.7bn revenue and over \$35bn market cap firm today, helping to transform it into one of the world’s leading, and India’s 3rd largest IT/Technology firm, and India’s No. 1 Software Product company. His prior experience also includes several senior global leadership and executive roles across Unilever, PepsiCo and Groupe SEB as CEO of the India business. Mr. Saurav Adhikari is currently the Founder & Sr. Partner at Indus Tech Edge Fund, an AI/DeepTech growth fund focused on globalizing India’s vibrant technology ecosystem. He is the former Chairman of NASDAQ listed Vahanna Tech Edge Acquisition I Corp (A Special Purpose Acquisition Company (SPAC)) and has after a successful DeSPAC/merger moved on to the board of NASDAQ listed Roadzen Inc. He is also serves as a board member of Goodricke Group Ltd., Accelya Solutions India Ltd., IFB Industries Ltd. (all three listed on Indian bourses), and Investor AI, an UK & India based AI powered Fintech firm. He works as a technology advisor and investor with interests across AI based fintech, insurtech and healthcare firms, as well as analytics, IoT and logistics firms. He also served as a Senior Advisor in the Shiv Nadar Foundation and is a Board Member of the Shiv Nadar University. Saurav schooled at Mayo College, Ajmer, earned his B.A. (Honors) Economics from Hindu College, Delhi University, his MBA from JBIMS, Bombay University, and an AMP from INSEAD, Fontainebleau. He is an “Indian Institute of Corporate Affairs” certified Independent Director.
Terms and conditions of appointment	To be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.



Name of Director	Mr. Saurav Adhikari (DIN: 08402010)
Remuneration last drawn from the Company (FY 2025-26)	₹ 81,96,774 (includes sitting fees and commission) for FY 2025-26
Remuneration proposed to be paid	Sitting fees and Commission in accordance with provisions of applicable laws
Date of First appointment on the Board	November 29, 2024
Shareholding in the Company (including shareholding as beneficial owner as on the date of this notice)	Nil
Relationship with other directors / Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended during FY 2025-26.	Meeting attended during FY 2025-26 : 9 out of 12
Directorship held in other Public companies (excluding Private and Section 8 Companies) as on the date of this Notice.	- Accelya Solutions India Limited - Goodricke Group Limited - IFB Industries Limited
Membership/ Chairmanship held in committees of other companies as on the date of this Notice.	Accelya Solutions India Limited - Audit Committee, Chairman - Stakeholders Relationship Committee, Chairman - Risk Management Committee, Chairman - Corporate Social Responsibility Committee, Member - Nomination and Remuneration Committee, Member Goodricke Group Limited - Nomination & Remuneration Committee, Chairman - Corporate Social Responsibility Committee, Chairman - Stakeholders Relationship Committee, Member - Audit Committee, Member
Listed entities from which Mr. Saurav Adhikari has resigned in the past three years	Nil

ITEM No. 5, 6, 7 and 8:

Re-appointment of Ms. Deepu Bansal (DIN: 09497525) Mr. Uttam Prakash Agarwal (DIN: 00272983), Dr. Venkata Ramana Murthy Pinniseti (DIN: 03483544) and Mr. Shishir Babubhai Desai (DIN: 01453410) as Independent Directors of the Company:

Name of Director	Ms. Deepu Bansal	Mr. Uttam Prakash Agarwal	Dr. Venkata Ramana Murthy Piniseti	Mr. Shishir Babubhai Desai
Age	44 years	63 years	65 years	73 years
Experience	More than two decades	More than three decades	More than 37 years	More than 46 years
Qualifications	– Master of Commerce (HONs) at MDS University Rajasthan – Fellow Chartered Accountant, Institute of Chartered Accountants of India, – Certified ESG Professional, Institute of Chartered Accountants of India.	– Bachelor of Commerce – Member of Institute of Chartered Accountants of India – Honorable Member of Institute of Chartered Accountants of (Australia) – Honorable Member of Certified Public Accountant of Australia	– Bachelor of Commerce – Bachelor of Law – Post Graduation in Public Administration – PhD in Strategic Human Resource Management – Advanced Human Resource Management program (Michigan University, USA) – Executive master’s in organizational psychology and Change (INSEAD, Singapore)	– Bachelor of Commerce – Bachelors in Law & Enrolled in the Bar Council of Maharashtra & Goa – Solicitor’s Examination in India (Enrolled as Solicitor of the Supreme Court of India) – Chartered Secretaries – Solicitor’s Examination in London (Enrolled as Solicitor of the Supreme Court of England)
Brief Resume (including expertise in specific functional areas)	As a Senior Partner at NDB & Associates LLP, Ms. Bansal leads high-impact assurance engagements with a sharp focus on the financial services sector — spanning non-banking financial companies, asset management, insurance, capital markets, and market infrastructure institutions. Her work sits at the intersection of technical rigour and strategic insight, helping organisations build resilient frameworks that stand up to regulatory scrutiny.	Mr. Uttam Prakash Agarwal is Chartered Accountant with three decades of experience in taxation, finance, banking, investment, insurance, mutual funds, audit & corporate governance. He holds the honorary membership of Institute of Chartered Accountants of (Australia) & honorary membership of CPA (Certified Public Accountant of Australia). He has been one of the youngest President of ICAI 2009-10. He has been acknowledged by former President of India, Smt. Pratibha Devisingh Patil, for his commendable work in the Profession of Chartered Accountancy, presented with ‘Recognition of Excellence Award’.	Dr. Venkata Ramana Murthy Piniseti is the Resident Director – India and an Adjunct Professor at the Georgetown University McDonough School of Business. He is a recognised expert in strategy, human resources, organisation development, principled financial leadership, emotional intelligence, and employment laws. He is also an author, executive coach, and advisor to CEOs and Boards. With over three and a half decades of corporate experience, Dr. Murthy has held leadership positions with several Fortune 500 companies and global multinational organisations.	Mr. Shishir B Desai is a Solicitor with 46 years of experience and enrolled with the Bombay Incorporated Law Society; and as Solicitor of the Supreme Court of England & Wales (Non-Practicing); Member of the Institute of Company Secretaries of India. As a founder partner at Desai Billimoria & Associates (Advocates & Solicitors) he specializes in advisory, drafting and negotiations in matters relating to Corporate and Commercial law, Financial Instruments and Financial Restructuring, Foreign Collaborations, Foreign Exchange Regulations & Control, Private Equity & Joint Ventures, Mergers & Acquisitions etc.

Name of Director	Ms. Deepu Bansal	Mr. Uttam Prakash Agarwal	Dr. Venkata Ramana Murthy Piniseti	Mr. Shishir Babubhai Desai
	A trusted voice in management consulting, she has guided large institutions through complex process strengthening and internal control transformation initiatives. Her leadership as Chief Internal Auditor for large corporates reflects her ability to drive accountability and governance at the highest levels. She has also played a formative role in shaping industry standards — contributing to the drafting of Guidance Notes and regulatory circulars on concurrent audit of investments for insurance companies and serving on multiple regulator-constituted committees.	He was also awarded with “UDAN 2011” by the Times of India Group Newspaper Navbharat Times and various other awards. He is the non-executive Chairman of Mirae Asset Trustee Company Private Limited & 3I Infotech Limited. Mr. Agarwal has been on the Board of Reliance Mutual Fund & Bhagalpur smart city – Former member of the Disciplinary Committee of the Institute of Actuaries of India nominated by the Ministry of Finance. Former part time Member on the Board of Insurance Regulatory and Development Authority (IRDAI). He has been on various committee of regulatory authority like SEBI, MCA, IRDAI, RBI & CAG. As Prolific Speaker, addressed various conferences, seminars, and workshops globally, at ICAI, and authored several books. He was a Technical Advisor on the Board of International Federation of Accountants, Developing Nations Committee of and Small and Medium Practices Committee of IFAC & the member of the committee.	Until 2021, he served as Executive Vice President and Global Chief Human Resources Officer of The Indian Hotels Company Limited (IHCL), part of the Tata Group. Prior to this, he spent 15 years with The Coca-Cola Company, serving as Executive Director – Human Resources, a Board-level position at Hindustan Coca-Cola Beverages Pvt. Ltd. in India. Throughout his career, he has been recognised for leading large-scale business transformation, culture change, and organisation development initiatives. He has extensive international experience across Asia, Europe, and the United States. Dr. Murthy is an alumnus of INSEAD, Singapore, where he completed a Master’s degree in Organisational Psychology and Change. He holds a Ph.D. in Strategic Human Resource Management from Sri Krishnadevaraya University, Andhra Pradesh, and is also a qualified lawyer and gold medallist. He has attended the Advanced Human Resource Management Programme at the Ross School of Business, University of Michigan, USA. In addition, he holds a Diploma in Coaching from Noble Manhattan, London, and has deep expertise in emotional intelligence, the Enneagram, Immunity to Change, and Gestalt therapy.	Graduating from the prestigious Sydenham College of Commerce & Economics in Mumbai, he obtained his Law Degree from the Government Law College, Mumbai.

Name of Director	Ms. Deepu Bansal	Mr. Uttam Prakash Agarwal	Dr. Venkata Ramana Murthy Piniseti	Mr. Shishir Babubhai Desai
Terms and conditions of appointment	To be re-appointed as an Independent Director of the Company and will not be liable to retire by rotation for five years with effect from October 13, 2026 to October 12, 2031 (both days inclusive).	To be re-appointed as an Independent Director of the Company and will not be liable to retire by rotation for five years with effect from December 17, 2026 to December 16, 2031 (both days inclusive).	To be re-appointed as an Independent Director of the Company and will not be liable to retire by rotation for five years with effect from December 17, 2026 to December 16, 2031 (both days inclusive).	To be re-appointed as an Independent Director of the Company and will not be liable to retire by rotation for five years with effect from December 17, 2026 to December 16, 2031 (both days inclusive).
Remuneration last drawn from the Company (FY 2025–26)	₹ 1,07,45,968 (includes sitting fees and commission) for FY 2025–26	₹ 1,09,95,968 (includes sitting fees and commission) for FY 2025–26	₹ 90,46,774 (includes sitting fees and commission) for FY 2025–26	₹ 83,96,774 (includes sitting fees and commission) for FY 2025–26
Remuneration proposed to be paid	Sitting fees and Commission in accordance with provisions of applicable laws	Sitting fees and Commission in accordance with provisions of applicable laws	Sitting fees and Commission in accordance with provisions of applicable laws	Sitting fees and Commission in accordance with provisions of applicable laws
Date of First appointment on the Board	October 13, 2023 – 1 st Term as Independent Director	December 17, 2023 – 1 st Term as Independent Director	December 17, 2023 – 1 st Term as Independent Director	December 17, 2023 – 1 st Term as Independent Director
Shareholding in the Company (including shareholding as beneficial owner as on the date of this notice)	Nil	Nil	Nil	Nil
Relationship with other directors / Key Managerial Personnel of the Company	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during FY 2025–26.	Meeting attended during FY 2025–26 : 12 out of 12	Meeting attended during FY 2025–26 : 12 out of 12	Meeting attended during FY 2025–26 : 12 out of 12	Meeting attended during FY 2025–26 : 11 out of 12
Directorship held in other Public companies (excluding Private and Section 8 Companies) as on the date of this Notice.	Nil	– 3I Infotech Limited – ECO Recycling Limited – MyPulse.IO Limited	– Royal Orchid Hotels Limited – Automotive Axles Limited	– Nuvoco Vistas Corporation Limited – NU Vista Limited



Name of Director	Ms. Deepu Bansal	Mr. Uttam Prakash Agarwal	Dr. Venkata Ramana Murthy Piniseti	Mr. Shishir Babubhai Desai
Membership/ Chairmanship held in committees of other companies as on the date of this Notice.	Nil	3I Infotech Limited – Audit Committee, Chairman – Nomination & Remuneration Committee, Member – Stakeholders Relationship Committee, Member – Risk Management Committee, Member – Investment Committee, Chairman – Subcommittee on Legacy Matter, Chairman – Committee of Independent Director, Member ECO Recycling Limited – Audit Committee, Chairman – Stakeholders Relationship Committee, Member – Nomination & Remuneration Committee, Member – Committee of Independent Director, Member MyPulse.IO Limited – Audit Committee, Member	Royal Orchid Hotels Limited – Nomination and Remuneration Committee, Chairman – Stakeholders Relationship Committee, Chairman – Audit Committee, Member – Corporate Social Responsibility Committee, Member Automotive Axles Limited – Nomination and Remuneration Committee, Chairman – Corporate Social Responsibility Committee, Chairman – Audit Committee, Member – Stakeholders Relationship Committee, Member – Risk Management Committee, Member	Nuvoco Vistas Corporation Limited – Audit Committee, Member – Nomination & Remuneration Committee, Member
Listed entities from which the Director has resigned in the past three years	– Nil	– Cerebra Integrated Technologies Limited	– Nil	– Kokuyo Camlin Limited

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

Place: Mumbai
Date: August 10, 2026

Registered Office:
18th floor, A Wing, Marathon Futorex
N. M. Joshi Marg, Lower Parel
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Email: shareservice@zee.com

Ashish Agarwal
Company Secretary
Membership No. F6669