

# Notice

**Notice** is hereby given that the Thirtieth Annual General Meeting of the Members of Zee Entertainment Enterprises Limited will be held at the 'Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 on Friday, the 20th day of July 2012, at 11.00 a.m., to transact the following **Ordinary business:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, Statement of Profit & Loss of the Company for the financial year ended on that date on a stand alone and consolidated basis and the Reports of the Auditors and Directors thereon.
2. To declare Dividend on equity shares for the financial year ended March 31, 2012.
3. To appoint a Director in place of Mr. Subhash Chandra, who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Dr. M.Y. Khan, who retires by rotation, and being eligible, offers himself for reappointment.
5. To appoint M/s MGB & Co., Chartered Accountants, Mumbai, having Firm Registration No. 101169W, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday July 7, 2012 to Friday, July 13, 2012 (both days inclusive). Share Transfers received in order at the Registered Office of the Company or at the office of the Registrar of the Company, by 5.30 p.m. on July 6, 2012, will be processed for payment of equity dividend, if declared, to the transferees or their mandatees.

Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid on July 23, 2012, to all those shareholders whose name appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before July 6, 2012 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business day on July 6, 2012.

By Order of the Board

**M Lakshminarayanan**

Executive Vice President & Company Secretary

**Place :** Mumbai

**Date :** 21 May, 2012

**Registered Office:**

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

**NOTES:**

1. **A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company.**

Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.

2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual General Meeting.

3. Additional information, pursuant to Clause 49 of the Listing Agreement(s) with Stock Exchanges, on Directors recommended by the Board for re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
4. Members who are holding Company's shares in dematerialised form are required to bring details of their Beneficiary Account Number for identification.
5. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the management to keep the information ready at the Meeting.
6. Recognising the spirit of the Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, the Company proposes to send the Annual Report and other documents/notices to shareholders to the email address provided to the Depository. Shareholders are requested to register and/or update their email address with the respective Depository Participant or with the Company, to ensure that documents from the Company reach their preferred email address.
7. Members are requested to notify immediately about any change in their address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s Sharepro Services (India) Pvt. Ltd., at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072 and/or at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai-400 021.
8. Under Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No 2B in duplicate (which will be made available on request) to M/s Sharepro Services (India) Pvt. Ltd.
9. Dividend for the financial year ended March 31, 2005, declared by the Company & erstwhile ETC Networks Ltd (now merged with the Company) which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') in December & September 2012 respectively.

Members, who have not encased their dividend warrants, issued by the Company and/or ETC Networks Ltd, for the financial year ended March 31, 2005, or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agent. Members are advised that in terms of provisions of Section 205C of the Companies Act, 1956, once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.

By Order of the Board

**M Lakshminarayanan**

Executive Vice President & Company Secretary

**Place :** Mumbai

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