

June 4, 2014

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

Dear Sirs,

Sub: Proceedings of the Court Convened Meeting of the Equity Shareholders & Preference Shareholders of the Company.

This is to inform you that the Scheme of Arrangement between Diligent Media Corporation Limited and Zee Entertainment Enterprises Ltd and their respective shareholders and creditors was approved, with requisite majority, by the Equity Shareholders and Preference Shareholders of the Company at the separate Court Convened General Meetings held today i.e. on June 4, 2014 at 11.00 a.m. and 11.50 a.m. respectively.

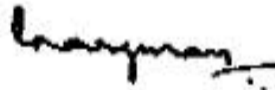
The said Scheme shall be subject to further approval of the Hon'ble High Court of Judicature at Bombay and approval of regulatory authority(ies) as may be required under applicable law.

We hereby enclose:

- Details of voting results of voting by both Equity Shareholders and Preference Shareholders, in compliance with Clause 35A of the Listing Agreement - Annexure 1A & 1B respectively; and
- Copy of Poll result announcement uploaded on Company's website www.zeelevision.com - Annexure 2A and 2B respectively

This is for your information and records please.

Yours faithfully,
For **ZEE ENTERTAINMENT ENTERPRISES LIMITED**



M Lakshminarayanan
Chief Compliance Officer & Company Secretary



Encl. As above



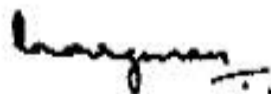
**Details of Results of Voting by Equity Shareholders as per Clause 35A
of the Listing Agreement**

Particulars	Details
Date of Court Convened General Meeting	June 4, 2014
Total number of Equity shareholders as on Date of the Meeting	97365
No of Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	22
b) Public	277
No of Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	NA
b) Public	NA
Details of Agenda	To consider & approve the Scheme of Arrangement between Diligent Media Corporation Limited and Zee Entertainment Enterprises Limited and their respective Shareholders and Creditors
Resolution required	Special Majority
Mode of Voting	Poll
Voting results	Approved by requisite majority

Details of Voting in case of Poll

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public - Others	Total
No of Equity Shares held	413670212	332837066	2812804	749320082
No of Votes Polled	413670212	328939130	2810196	745419538
% of Votes Polled on Outstanding Equity Shares	43.071%	34.248%	0.293%	77.612%
No of Votes - In favour	413670212	322093569	2810132	738573913
No of Votes - Against	Nil	6845561	64	6845625
% of Votes in favour on Votes Polled	55.495%	43.210	0.377%	99.082%
% of Votes against on Votes Polled	Nil	0.918%	0.000%	0.918%

For ZEE ENTERTAINMENT ENTERPRISES LIMITED



M Lakshminarayanan
Chief Compliance Officer & Company Secretary
Mumbai, June 4, 2014



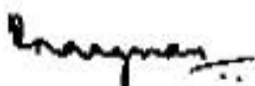
Details of Results of Voting by Preference Shareholders as per Clause 35A of the Listing Agreement

Particulars	Details
Date of Court Convened General Meeting	June 4, 2014
Total number of Preference shareholders as on Date of the Meeting	91076
No of Shareholders present in the meeting either in person or through proxy	
c) Promoters & Promoter Group	9
d) Public	182
No of Shareholders attended the meeting through video conferencing	
c) Promoters & Promoter Group	NA
d) Public	NA
Details of Agenda	To consider & approve the Scheme of Arrangement between Diligent Media Corporation Limited and Zee Entertainment Enterprises Limited and their respective Shareholders and Creditors
Resolution required	Special Majority
Mode of Voting	Poll
Voting results	Approved by requisite majority

Details of Voting in case of Poll

Category	Promoter & Promoter Group	Public Institutional Shareholders	Public - Others	Total
No of Preference Shares held	8,09,72,13,384	5,00,30,09,585	10,92,15,057	13,20,94,38,026
No of Votes Polled	8,09,72,13,384	4,98,89,43,383	10,89,51,703	13,19,51,08,470
% of Votes Polled on Outstanding Preference Shares	40.146%	24.735%	0.540%	65.421%
No of Votes - In favour	8,09,72,13,384	4,91,46,93,557	10,89,50,337	13,12,08,57,278
No of Votes - Against	-	7,42,49,826	946	7,42,50,772
% of Votes in favour on Votes Polled	61.365%	37.426%	0.826%	99.437%
% of Votes against on Votes Polled	-	0.563%	0.000%	0.563%

For **ZEE ENTERTAINMENT ENTERPRISES LIMITED**



M Lakshminarayanan
Chief Compliance Officer & Company Secretary
Mumbai, June 4, 2014





॥ वाचस्पति कुटुम्बक ॥
॥ वाचस्पति कुटुम्बक ॥

ZEE ENTERTAINMENT ENTERPRISES LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018

Tel:91-22-24831234 Fax:91-22-24955974

CIN: L92132MH1982PLC028767 Website: www.zeetelevision.com

POLL RESULTS ANNOUNCEMENT - EQUITY SHAREHOLDERS

Given below are the details of Polling conducted at the Court Convened Meeting of the Equity Shareholders of the Company held on Wednesday, June 4, 2014 at 11.00 a.m. at Nehru Auditorium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018

Based on the Scrutineers Report submitted to the Chairman of the Meeting, it is declared that:

245 (Two Hundred and Forty Five) shareholders / proxies representing 73,85,73,913 equity shares of the face value of Re.1 each fully paid up equivalent to 95.331% in Numbers and 99.082% in Value voted FOR the Scheme and 12 (Twelve) shareholders / proxies representing 68,45,625 equity shares of the face value of Re.1 each fully paid up equivalent to 4.669% in Numbers and 0.918% in Value voted AGAINST the Scheme. 7 (Seven) shareholders / proxies representing 89,292 equity shares of the face value of Re.1 each fully paid up, casted invalid votes.

No.of Shareholders / Proxies	%	No of Shares / Votes	%	Voting
245	95.331%	73,85,73,913	99.082%	FOR
12	4.669%	68,45,625	0.918%	AGAINST
257	100.00%	74,54,19,538	100.00%	

Therefore, the resolution relating to the Scheme of Arrangement between Diligent Media Corporation Limited and Zee Entertainment Enterprises Limited and their respective shareholders and creditors was approved by the Equity Shareholders of the Company with requisite majority.

S/d
Punit Goenka
Chairman of the Meeting

Dated: June 4, 2014
Place: Mumbai



|| वास्तुशिल्प कलाशास्त्रम् ||
The Art of Architecture

ZEE ENTERTAINMENT ENTERPRISES LIMITED

Regd. Office: Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Tel:91-22-24831234 Fax:91-22-24955974

CIN: L92132MH1982PLC028767 Website: www.zcetelevision.com

POLL RESULTS ANNOUNCEMENT - PREFERENCE SHAREHOLDERS

Given below are the details of Polling conducted at the Court Convened Meeting of the Preference Shareholders of the Company held on Wednesday, June 4, 2014 at 11.50 a.m. (i.e. immediately after conclusion of Meeting of Equity Shareholders) at Nehru Auditorium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018

Based on the Scrutineers Report submitted to the Chairman of the Meeting, it is declared that:

150 (One Hundred and Fifty) shareholders / proxies representing 13,12,08,57,278 preference shares of the face value of Re.1 each fully paid up equivalent to 95.541% in Numbers and 99.437% in Value voted FOR the Scheme and 8 (Eight) shareholders / proxies representing 7,42,50,772 preference shares of the face value of Re.1 each fully paid up equivalent to 5.096% in Numbers and 0.563% in Value voted AGAINST the Scheme. 8 (Eight) shareholders / proxies representing 420 preference shares of the face value of Re.1 each fully paid up, casted invalid votes.

No.of Shareholders / Proxies	%	No of Shares / Votes	%	Voting
150*	95.541%	13120857278	99.437%	FOR
8*	5.096%	74250772	0.563%	AGAINST
157	100.64%	13195108050	100.00%	

*** includes 1 shareholder voted for and against the Scheme for part holding in the same Poll Paper**

Therefore, the resolution relating to the Scheme of Arrangement between Diligent Media Corporation Limited and Zee Entertainment Enterprises Limited and their respective shareholders and creditors was approved by the Preference Shareholders of the Company with requisite majority.

S/d
Punit Goenka
Chairman of the Meeting

Dated: June 4, 2014
Place: Mumbai