ZEE

Extraordinary Together

November 27, 2019

BSE Limited
National Stock Exchange of India Limited

Kind Attn.: Manager- Corporate Relationship

Dear Sir,

Re: Scrip Code – Equity Shares – BSE 505537 & NSE – ZEEL EQ
Preference Shares – BSE 717503 & NSE – ZEEL P2

Sub : Compliance under Sub Clause 7B of Clause A of Part A of Schedule III of the SEBI – LODR, 2015.

The Company wishes to address the resignation of three directors: (a) Mr. Sunil Sharma (Independent Director) dated November 24, 2019; (b) Mr. Subodh Kumar (Non-Independent Director) dated November 22, 2019, and (c) Ms. Neharika Vohra (Independent Director) dated November 22, 2019. The Company in keeping with good governance is disclosing the reasons for the resignation of the Non-Independent Director as well.

Mr. Sunil Sharma (Independent Director) in his resignation letter dated November 24, 2019 has informed that subsequent to sale of shares by the promoter group, and reconstitution of the Board, he has tendered his resignation.

For other directors, Ms. Subodh Kumar (Non-Independent Director) and Ms. Neharika Vora (Independent Director) have both given certain reasons, which have been considered by the Board of Directors. These are detailed in the Annexure 1 along with the comments of the Company.

The Company, while accepting the resignations and intimating the exchanges about the same, has discussed the same in detail in the Board meeting held on November 25, 2019. The Board of Directors have noted that all of the issues raised by the resigning directors have been duly discussed, deliberated and acted upon from time to time in the previous committee/ board meetings in which the said directors were also present. All these have been duly disclosed in the public domain in Financial statements and investor calls which are available on the Company website.

The Company appreciates the efforts put in by the directors and respects their desire to resign as Directors.

For Zee Entertainment Enterprises Limited

Zee Entertainment Enterprises Limited Mumbai

Ashish Agarwal
Company Secretary

Encl : As above

Annexure 1

Sr No	Reasons given by the Resigning Directors (Subodh Kumar and Neharika Vohra)	Comments of the Company
1.	Film advances given in 2018-19 to the tune of Rs 2200 Crs;	Information already disclosed in the Annual Report and clarified in various investor interactions.
2.	A scheduled bank had appropriated Rs. 200 Crore of the Company's fixed deposits towards promoter loans and the Management did not taken legal action	Issues pertaining to the wrongful revocation of the bank guarantee stand resolved with the Company having being secured by the promoter companies and appropriate legal notices were sent to the bank at the relevant time.
3.	Alleged laxity in spending of CSR amounts given to a related party foundation/trust	The CSR funds have been allocated in compliance with the law (and this has been certified by chairman of the CSR committee) and necessary certification obtained.
4.	A scheduled bank having written to all Directors in October 2019, that a subsidiary of the Company had guaranteed the repayment of certain loan given by the bank to a related party	The Company has a legal opinion to state that the Company is not liable and in any event there has been no enforcement of the 'guarantee' by the bank, other than to write letters, including to all the directors
5.	A letter received from a PMS entity holding preference shares of the Company raising questions regarding build up of related party balances and advances for content acquisition	Audit of the issues pertaining to related party transactions and advances is underway by auditors.
6.	Non implementation of certain decision of the Board meeting held on October 17, 2019 relating to treasury operations	The Company is exploring options to withdraw these deposits in a phased manner without effecting the long term relationship with these banks.
7.	No action on large Outstanding from Dish TV and Siticable for the content supplied by ZEEL.	The same have been secured by definitive plan and situation is being strictly monitored as instructed by the Board and also discussed in various analyst calls

Zee Entertainment Enterprises Limited Mumbai