

# VINOD KOTHARI & COMPANY

Practicing Company Secretaries

403 – 406, Shreyas Chambers, 175, Dr. D. N. Road,

Fort, Mumbai – 400 001, India

Phone: 022 – 2261 4021 | 022 – 6237 0959

Email: [corplaw@vinodkothari.com](mailto:corplaw@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

**Date: June 11, 2024**

**To,**  
**The Company Secretary,**  
**Zee Entertainment Enterprises Limited ('Company').**

**Subject: Consent to act as Scrutinizer for the postal ballot, commencing in June 2024 till July 2024, of the Company.**

Dear Ma'am,

With reference to our communication dated 11<sup>th</sup> June, 2024, and in terms of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, we hereby accord our consent to act as a Scrutinizer for voting by electronic means, by way of postal ballot, to be commenced in June 2024 and to be completed in July 2024.

Ms. Vinita Nair (FCS No: F10559, COP No.: 11902) shall be the scrutiniser for the aforementioned postal ballot.

Our remuneration for the said services would be Rs. 50,000 plus applicable taxes only.

Thanking you,

**For Vinod Kothari & Company**  
**Practicing Company Secretaries**

VINITA  
VENUGOPAL NAIR  
L NAIR

Digitally signed by  
VINITA  
VENUGOPAL NAIR  
Date: 2024.06.11  
18:04:07 +05'30'

**Vinita Nair**  
**Senior Partner**


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**Kolkata:** 1006 – 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata – 700 017

**Delhi:** Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, Delhi-110 017

**Bengaluru:** 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001

Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed	Signature (MD / Director / Secretary Whole time Director), Place & Date
Director		(Res wef 22.12.2014) 30.06.1995	
Director & shareholder	340971 (25%)	(Res wef 01/01/2015) 17.5.2000	
Director		23.09.2004	
MD & CEO		01.01.2005	
Director & member	9960 (19.92%)	01.03.2007	
Director		24.07.2002	
Director		(Res wef 30.07.2014) 09.07.2009	
		(Res wef 30.07.2014)	



*[Pursuant to section 189(1) of Companies Act, 2013]*

ADD

[illegible]

**B. Name of the bodies corporate, firms or other association of individuals as mentioned under**

Names of the Companies / bodies corporate / firms / association of individuals	Name of the interested director
(now Indian Broadcasting & Digital foundation) Indian Broadcasting Foundation (now Prozone Text Properties Ltd) (now Prozone Realty Limited) Prozone Capital Shopping Centres Ltd.	Mr. Punit Goemka.
Agrani Satellite Communications Ent. (Gibraltar) Ltd (Defunct) (name changed to Jayveer Infoparks & Multiventures Pvt Ltd) Jayveer Capital Private Limited.	
ICL Lions Pvt Ltd.	
Creative Gaming Solutions Pvt Ltd.	
Media Research Users Council.	

## CONTRACTS AND BODIES ETC. IN WHICH DIRECTORS ARE INTERESTED

and rule 16(1) of Companies (Meetings of Board & its Powers) Rules, 2014]

concerned or interested under sub-section (2) of section 184

[illegible]

sub-section (1) of section 184, in which any director is having any concern or interest

Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed	Signature (MD / Director / Secretary Whole time Director), Place & Date
Nominee Director		03.09.2010	
Director		(Resigned w.e.f 01/04/2011) 20.04.2012	
Director			
Shareholder	29,44,348(48.80)	15.09.2011	
Shareholder	2143 (21.43%)	20.05.2006	
Shareholder	5000 (50%)	14.03.2008	
Director		(Resigned w.e.f 27/07/16) 25.09.2015	

[illegible]

**B. Name of the bodies corporate, firms or other association of individuals as mentioned under**

Names of the Companies / bodies corporate / firms / association of individuals	Name of the interested director
(now Indian Broadcasting & Digital foundation) Indian Broadcasting Foundation (now Prozone Text Properties Ltd) (now Prozone Realty Limited) Prozone Capital Shopping Centres Ltd.	Mr. Punit Goenka.
Agrani Satellite Communications Ent. (Gibraltar) Ltd (Defunct) (Name changed to Jayneer Infraconcrete & Multiventures Pvt Ltd) Jayneer Capital Private Limited.	
ICL Lions Pvt Ltd.	
Creative Gaming Solutions Pvt Ltd.	
Media Research Users Council.	
2B Tube Ltd, Cyprus. → STAND CANCELLED.	
Zee Media Corporation Limited. Indian chapter of International Advertising Association.	

[illegible]

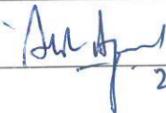
sub-section (1) of section 184, in which any director is having any concern or interest

Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed	Signature (MD / Director / Secretary / Whole time Director), Place & Date
Nominee Director		03.09.2010	
Director		(Resigned w.e.f 01/04/2021) 20.04.2012	
Director			
Shareholder	29,44,348 (48.80)	15.09.2011	
Shareholder	2143 (21.43%)	20.05.2001	
Shareholder	5000 (50%)	14.03.2008	
Director		(Resigned w.e.f 27/07/16) 25.09.2015	
Director		CAPP	13/10/2016 NOT OFFICIALLY TAKEN IN 2B TUBE LOD.
Director + Chairman		(Appointed on 24/5/19) (Resigned w.e.f 22/7/20)	13/10/2019
Director		(Appointed on 24/5/19)	13/10/2019

[illegible]

B. Name of the bodies corporate, firms or other associations	Name of the interested director
Names of the Companies / bodies corporate / firms / association of individuals	
	R. Gopal
<u>Sundaram Clayton Limited</u>	
<u>TVS Motor company Limited</u>	
<u>TVS Credit Services Limited</u>	
<u>Ana Asc Private Limited</u>	
<u>Hindustan Power Projects Pvt Ltd</u>	
<u>Optinell Investments Pvt. Ltd.</u>	
<u>Power</u>	

[illegible]

Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed	Signature (MD / Director / Secretary / Whole time Director), Place & Date
Member of AC & <del>APC</del> , Chairman of KMC			
Director Chairman (14/12)	-	21.7.2016	 26/11/2019 Mumbai
Chairman of AC	-	30.04.2019	
Director Chairman of AC, S.R.S. member of CSR	-	20.07.2019	
Additional Director (Independent)	-	10.02.2017 (Resigned 21/10/20)	
Director	-	30.08.2017	
Director	-	20.11.2018	
Director	-	12.12.2018	

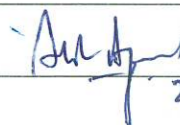
[illegible]

**B. Name of the bodies corporate, firms or other association of individuals as mentioned under**

Names of the Companies / bodies corporate / firms / association of individuals	Name of the interested director
Sundaram Clayton Limited	
TVS Motor Company Limited	
TVS Credit Services Limited	
Ana Arc Private Limited	
Hindustan Power Projects Pvt Ltd	
Optivell Investments Pvt. Ltd.	
Power MB (Madhya Pradesh) Limited	
New Delhi Centre for Sight Limited	
Sundaram - Clayton DCO Limited	
Play Games 24x7 Private Limited	
V Games Private Limited	

[illegible]

sub-section (1) of section 184, in which any director is having any concern or interest

Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed	Signature (MD / Director / Secretary / Whole time Director), Place & Date
Member of AC & APE, Chairman of MC <u>Director Chairman (14/12)</u> -	-	21.7.2016	 26/11/2019 Mumbai
<u>Chairman of AC</u> <u>Director</u> -	-	30.04.2019	
Chairman of AC, S.R.S. member of CSR <u>Additional Director (Independent)</u> -	-	20.07.2019	
<u>Director</u> -	-	10.02.2017 (Resigned 22/10/20)	
<u>Director</u> -	-	30.08.2017	
<u>Director</u> -	-	20.11.2018	
<u>Director</u> -	-	12.12.2018	
<u>Director</u>		30.11.2021	
<u>Director</u>		7.9.2022	
<u>Director</u>		04.2.2023	
		29.3.2023	

**A. Contracts or agreements with any related party under section 188 or in which any director is**

[illegible]

**B. Name of the bodies corporate, firms or other association of individuals as mentioned under**

[illegible]

## CONTRACTS AND BODIES ETC. IN WHICH DIRECTORS ARE INTERESTED

and rule 16(1) of Companies (Meetings of Board & its Powers) Rules, 2014]

**concerned or interested under sub-section (2) of section 184**

[illegible]

**sub-section (1) of section 184, in which any director is having any concern or interest**

[illegible]





*[Pursuant to section 189(1) of Companies Act, 2013]*

**A. Contracts or agreements with any related party under section 188 or in which any director is**

[illegible]

**B. Name of the bodies corporate, firms or other association of individuals as mentioned under**

Names of the Companies / bodies corporate / firms / association of individuals	Name of the interested director
	Shishir Babubhai Desai
Nuvaco Vistas Corporation Limited	
Nu Vista Limited	
Bijur Delimom India Private Limited	
Kokuyo Camlin Limited	
Agadi Sunrise Hospital Private Limited	

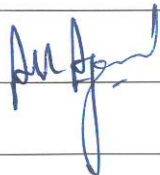
## CONTRACTS AND BODIES ETC. IN WHICH DIRECTORS ARE INTERESTED

and rule 16(1) of Companies (Meetings of Board & its Powers) Rules, 2014]

**concerned or interested under sub-section (2) of section 184**

[illegible]

sub-section (1) of section 184, in which any director is having any concern or interest

Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed	Signature (MD / Director / Secretary Whole time Director), Place & Date
Director		16/08/2023	
Director		16/08/2023	
Director		17/03/2008	
Director		(resigned w.e.f 31/03/2024) 28/07/2008	
Director		08/07/2007	

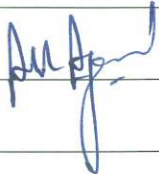
[illegible]

**B. Name of the bodies corporate, firms or other association of individuals as mentioned under**

Names of the Companies / bodies corporate / firms / association of individuals	Name of the interested director
	Shishir Babubhai Desai
Navvaco Vistas Corporation Limited	
Nzu Vista Limited	
Bijur Delimon India Private Limited	
Kokuyo Camlin Limited	
Agudi Sunrise Hospital Private Limited	

[illegible]

sub-section (1) of section 184, in which any director is having any concern or interest

Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed	Signature (MD / Director / Secretary) Whole time Director Place & Date
Director		16/08/2023	
Director		16/08/2023	
Director		17/03/2008	
Director		(resigned w.e.f 31/03/2024) 28/07/2008	
Director		08/07/2007	

*[Pursuant to section 189(1) of Companies Act, 2013]*

*[Pursuant to section 189(1) of Companies Act, 2013]*

**A. Contracts or agreements with any related party under section 188 or in which any director is**

[illegible]

**B. Name of the bodies corporate, firms or other association of individuals as mentioned under**

Names of the Companies / bodies corporate / firms / association of individuals	Name of the interested director
	PV Ramana Murthy.
1. Pirbright By PV	
2. Indian Institute of Management, Mumbai	
3. BOD consultancy	
4. Economic Law Practice	
5. Swadha Foundation	


## CONTRACTS AND BODIES ETC. IN WHICH DIRECTORS ARE INTERESTED

and rule 16(1) of Companies (Meetings of Board & its Powers) Rules, 2014]

**concerned or interested under sub-section (2) of section 184**

[illegible]

sub-section (1) of section 184, in which any director is having any concern or interest

Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed	Signature (MD / Director / Secret Whole time Director) Place & Date
Sole Proprietor / Managing Partner	100%	01/04/2021	} 
Visiting Professor (Executive Education)	-	26/02/2024	
Expert Advisor	-	10/02/2024	
Consultant	-	01/02/2021	
Office Bearer	-	13/09/2020	

**GOVERNMENT OF INDIA**  
**MINISTRY OF COMPANY AFFAIRS**

Maharashtra Mumbai  
Everest, 100, Marine Drive, Mumbai - 400002, Maharashtra, INDIA

Corporate Identity Number : L92132MH1982PLC028767

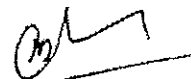
**Fresh Certificate of Incorporation Consequent upon  
Charge of Name**

IN THE MATTER OF M/S ZEE TELE FILMS LIMITED

I hereby certify that ZEE TELE FILMS LIMITED which was original incorporated on TWENTY FIFTH day of NOVEMBER NINETEEN EIGHT TWO under the Companies Act, 1956 (No. 1 of 1956) as EMPIRE HOLDINGS LTD having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956 read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A08053886 dated 10/01/2007 the name of the said company is this day changed to Zee Entertainment Enterprises Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this TENTH day of JANUARY TWO THOUSAND SEVEN



  
(MILIND VITTHALRAO CHAKRANARAYAN)

Registrar of Companies  
Maharashtra, Mumbai

NO. 11-28767

FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME.

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA, BOMBAY.

In the matter of\* **EMPIRE HOLDINGS LIMITED**

I hereby approve and signify in writing under section 21 of the Companies Act, 1956 (Act I of 1956) read with the Govt. of India, Dept. of Company Affairs, Notification No.GSR 507E dated the 24th June, 1985 the change of name of the company:-

FROM **EMPIRE HOLDINGS LIMITED**

To **ZEE TELEFILMS LIMITED**

AND I hereby certify that **EMPIRE HOLDINGS LIMITED** which was originally incorporated on **TWENTYFIFTH** day of **NOVEMBER** 19 **82**

under the\*\* **Companies Act, 1956** and under the name:

**EMPIRE HOLDINGS LIMITED**  
having duly passed the necessary resolution in terms of section 21/~~22(1)(b) of the Companies Act, 1956~~ of the Companies Act, 1956 the name of the said company is this day changed to: **ZEE TELEFILMS LIMITED**

and this certificate is issued pursuant to sec.23(1) of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS **EIGHTH** DAY OF **SEPTEMBER** 1992.  
(One thousand and nine hundred ninety-two.)

  
( **S.K.MANDAL** )

**ADOL. REGISTRAR OF COMPANIES,**  
**MAHARASHTRA, BOMBAY**

Note:\*1. Here give the name of the company  
as existing prior to change.

\*2. Here give the name of the Act(s) under which company  
was originally registered and incorporated.

No. 28767



सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र  
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसरण में  
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि.....

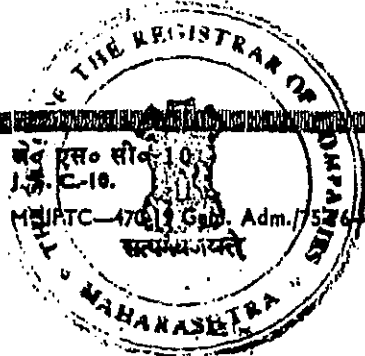
जो कम्पनी अधिनियम, 1956 के अधीन तारीख.....को नियमित की गई थी और जिसने आज विहित प्ररूप में सम्यक् रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/149(2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारंभ करने की हकदार है।

I hereby certify that the **EMPIRE HOLDINGS LIMITED**.....

which was incorporated under the Companies Act, 1956, on the **TWENTYFIFTH** day of...**NOVEMBER**....19 **82**, and which has this day filed a duly verified declaration in this prescribed form that the conditions of section **149(1)(a) to (g)/149(2)(a) to (c)** of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख.....को  
दिया गया।

Given under my hand at... **BOMBAY**  
this... **FIFTH** day of... **JANUARY**.... One thousand nine hundred  
and... **EIGHTYTHREE**.



(O.P. JAIN)  
कम्पनियों का रजिस्ट्रार  
ADDL. Registrar of Companies

वेद एत० सी० 10  
J. C-18.

MEJPTC-47011 Gdp. Adm./526 GIPTC-(C-423)-25-2-76-4,000.



प्राकप० आर्द० आर०  
Form I. R.

निगमन का प्रमाण-पत्र  
CERTIFICATE OF INCORPORATION

ता०..... वा सं०.....  
No. 28767..... of 1982

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

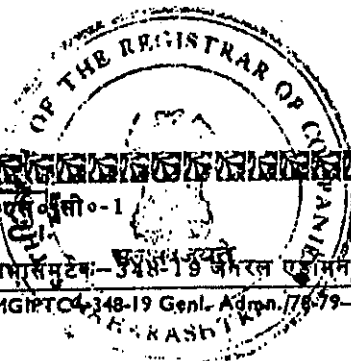
कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that.....EMPIRE HOLDINGS LIMITED.....

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया।

Given under my hand at.....BOMBAY.....this TWENTYFIFTH  
day of...NOVEMBER...One thousand nine hundred and...EIGHTYTWO.



(V. GOVINDAN)  
कम्पनियों का रजिस्ट्रार  
Registrar of Companies

ज०. ए०. सी०-1  
J. S. C.

प्रमाणमुद्रक-348-19 जनरल एडमिनि/78-79-मासमुद्रक-(सी-305)-30-4-79-15,000.  
MGPTC-348-19 Genl. Admn./78-79-GIPTC-(C-305)-30-4-79-15,000.

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ZEE ENTERTAINMENT ENTERPRISES LIMITED**

- I. The name of the Company is **ZEE ENTERTAINMENT ENTERPRISES LIMITED**.
- II. The registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are :
  - (A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**
    1. To invest the capital and other moneys of the Company in the purchase or upon the Security of shares, stocks, debentures, debentures stock, bonds, mortgages obligations, estates, buildings, land business, manufacturing concerns and securities carrying on business in shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations, estates, building, land, business, manufacturing concerns and securities carrying on business in shares, stocks, debenture stocks, bonds, mortgages, obligations and other securities of Commissioners, Trust, Municipal or Local Authority, Government, corporation, companies and to carry on business of Underwriters, film financing, hire purchase financing, and to carry on business of financing industrial enterprises, trade and business to carry on the business of leasing Company.
    2. To borrow, advance, deposit or lend moneys, securities and property from, to or with such persons and on such terms as may seem expedient, to discount, buy, sell and deal in bills, notes, warrants, coupons, import entitlements and other negotiable or transferable securities or documents, to guarantee or become liable for the payment of money or for the performance of obligations, and generally to transact guarantees and / or Trust business provided the Company shall not carry on Banking business as defined by Banking Regulation Act, 1949 and subject to the provisions of the Act and directives of Reserve Bank of India.
  2. (A) To manufacture, buy, sell, import, export, hire, take on lease, to exhibit, distribute and to deal in any other manner in films both of our manufacture or other manufacture Indian or Foreign, in India or elsewhere, outside India and also to engage agents or representative for the above or any other purposes of

## ZEE ENTERTAINMENT ENTERPRISES LTD

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the Company and to remunerate such agents, representatives and cinematographic films and pictures and to engage Directors, Dialogue and Scenarian writer, Film Editors, Story Writers and other persons, Technicians, Engineers, Sound experts, Camera man, Musicians, Art Directors, Artists, Painters, Carpenters and other experts necessary for conducting the business of the Company and to pay and remunerate persons so engaged.

- (B) To undertake, manage and otherwise engage in the business of Telecommunication, Telecasting, Broadcasting through Satellite, Terrestrial, Cable, Airborne, by hiring, taking on lease, purchase of transponders, Transmitters, microwaves, time slots or such modern means in India and abroad.
- (i) To buy, sell, procure, commission films and entertainment Software (Programmes) for their exhibition, distribution and dissemination on TV channels be it satellite TV channels or terrestrial TV channels or cable channels or through DTH through pay channels using existing and / or emerging technologies, including distribution via internet, or web casting or exhibition in cinema and / or video theaters in all forms, be its as analogue signal or digital signals or through sale of physical material like cassettes including audio cassettes, video cassettes, digital video disc, CD ROM's etc.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY

- 3. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases, property real or personal or rights or powers which may appear to be necessary or convenient for business of the Company.
- (i) To engage in the production, commissioning, acquisition of copyrights of films, entertainment programmes, music, video, entertainment events, game shows, talk shows and to deal in such properties, whether in India or overseas, for all kinds of exhibition and commercial exploitation of such rights, be it on satellite TV channels or cable pay channel or pay channel or through web casting or any such other new and emerging mode of distribution.
- (ii) To export films, serials, entertainment programmes, music videos, and all kinds of entertainment, information, infotainment or any other such IPR based software for the purpose of commercial exploitation in India and abroad.
- (iii) To acquire, set up, rent, lease television studios or films studios or editing suites or related production studios for the purpose of using such capacities for the production of all kinds of programmes and entertainment software for their exhibition on satellite TV channels or terrestrial TV channels or in cinema and / or video theatres or cable channels or through DTH delivery in all forms,

whether as a signal or its sale of physical material by existing and emerging modes of distribution.

- (iv) To engage in the business of producing, procuring, buying, selling, sponsoring, acquiring copyrights of music for its exploitation in all forms, be it through physical material like audio cassettes, video cassettes, digital video discs, CD ROM's or through telecast on all kinds of TV channels be it satellite TV channels or terrestrial channels or cable channels or through DTH delivery in all forms in India and abroad through existing and emerging modes of distribution.
- (v) To engage in the business of publishing, be it of newspapers or magazines or music or information of films or entertainment software or computer software in all kinds of media, be it through print or through television or through radio or through digital media or through web-casting.
- (vi) To engage in the creation and commissioning of knowledge-based programmes and educational programmes for dissemination of learning via all forms of media, be it through sale of educational books or journals or through tele-education or education through internet and all other such forms of distribution of information and knowledge which will make use of existing and future breakthroughs in technologies.
- (vii) To engage in the business of distribution of entertainment, information and knowledge and the production and publishing of data, and provide services of electronic commerce (E-Commerce), provide social services on cable TV networks, whether by setting up cable TV networks or through carriage arrangements or through such other business understanding with cable networks in India or abroad, or through any other existing and emerging mode of distribution.
- (viii) To engage in the business of setting up animation facilities or animation studios or operating animation studios for the making of animation films and animation software for commercially exploiting such animation films and software in India and abroad through existing and emerging modes of distribution.
- (ix) To act as an Advertising Sales Concessionaire or Ad Sales Agent or Marketing Agent or Event Manager and engage in the marketing and selling of all kinds of media and information products and services in India and abroad.
- (x) To carry on the business of manufacture, assemble, put to place, set up, plan, establish, develop, acquire, purchase, launch, relaunch, hire, lease, time share, manage, maintain, operate, run, replace, sale, upgrade, or otherwise commercially exploit, satellite, space craft, ground station assets, transponders, control stations, via uplink or downlink or otherwise for the purpose of transmitting, relaying, telecommunicating, broadcasting, narrow casting, telecasting, any form of radio, video, signals both terrestrially and spatially.
- (xi) To engage in the business of establishing up-linking centers in India and

## ZEE ENTERTAINMENT ENTERPRISES LTD

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abroad for up-linking and transmitting signals containing information or knowledge or education or entertainment or films or soaps and serials, be it for facilitating own programmes and properties or for providing up-linking facilities to manufacturer of other media products and services.

- (xii) To engage in the business of providing consultancy services to clients operating in all kinds of media and entertainment ventures, be it entertainment software acquisition, entertainment software production, publishing, event management, television broadcasting, cable-casting, internet services, radio, transponder, communication, publishing, event management television, broadcasting, cable casting, internet services, radio transponder communication broadcasting network systems, telephony, information technology and exploiting software associated with provision and management of telecommunication services or any such other media and entertainment-related business in India and abroad.
- (xiii) To engage in India or elsewhere, in the business of manufacturing, assembling, repairing, installing, maintaining, converting, servicing, overhauling, testing, buying, selling, exchanging, modifying, designing, developing, exporting, importing, researching, hiring, giving on hire, leasing, broadcasting, relaying, exhibiting, and acting as wholesalers, retailers, agents, stockists distributors, showroom owners, franchisers or other wise to deal in all sorts of items, systems, plant and machinery, instruments, appliances, devices, articles of communication, of different models, capacities, characteristics, applications and uses in areas such as radio communication, computer communication, telephonic and telegraphic communication, cellular communications, wave communications, underwater communications and such other communication systems as may be discovered in future and to carry out all preceding activities for components, parts, fitting, fixtures, accessories, tools, devices and systems, connected there to and to do all incidental acts necessary for the attainment of the above mention objective.
- (xiv) To plan, establish, develop, provide, operate, maintain cable including optic fibre cable or satellite based communications or their emergent forms, and/or maintain telecommunications networks, systems, services including telephone, telex, message, relay, data transmission, facsimile, television, telematics, value added network services, paging, cellular, mobile, audio and video services, maritime and aeronautical communications services and other telecommunications services as are in use elsewhere or to be developed in future and to act as satellite based service provider and carry on the business of generation, distribution, redistribution, receiver, transmitter, audio, video and radio signals or any such other media and entertainment-related business in India and abroad.
- (xv) To engage in the business of providing internet access, with or without content, by making use of cable networks and telecommunication networks or otherwise, and to provide basic and value-added internet services to all kinds of corporates, institutions and individuals in India and abroad.
- (xvi) To engage in the business of conducting qualitative and quantitative research,

be it for providing intelligence or information or analysis or trends, pertaining to any industry or Company or market or product or service or such like, on a commercial basis and distributing the same through any existing or emerging mode of distribution.

- (xvii) To engage in the business of setting up theme parks and multiple complexes (multiplexes), including but not necessarily restricted to undertaking construction project like that of building cinema / video theatres for exhibition of films and other entertainment programmes, or building full-fledged commercial complexes for the provision of integrated services to consumers in India and abroad, which the successful fulfillment of such ventures might require.
- (xviii) To engage in the business of providing media-related technological applications or facilities, especially in the areas of subscription management systems and conditional access services, and all other applicable technologies and facilities that are required for carrying out the full business of pay Broadcasting, Pay Television, Pay-Per-View, etc.
- (xix) To initiate joint ventures with other media companies, whether in the area of print media like newspapers or electronic media like television and radio or cinema, or in other area like theme parks, if such ventures are deemed to result in business and strategic synergies for the Company or will be conducive to the overall business interest of the Company.
- (xx) To engage in the business of providing services such as electronic commerce (E-commerce), whether by setting up ISPs or through arrangements with other ISPs including tie-ups with cable networks or with telephone companies or cable & wireless companies or cellular telephony companies or through such other emerging means of last mile linkages as may appear on the technological horizon in the immediate or distant future, to reach the consumer, be it in the corporate sector or in the domestic sector, in India and abroad.
- (xxi) To engage in the business of marketing, selling, retailing, products and services through mass media such as newspapers, magazines, book, periodicals, television, radio, internet on a commercial basis so as to enable teleshopping services to the end consumer, be it in the corporate sector or in the domestic sector, in India and abroad.
- (xxii) To set up terrestrial TV stations, radio stations, broadcasting stations cable networks and web-casting facilities for the distribution of all such products and services which lend themselves to digitization, for the purpose of consumer entertainment, information, education, knowledge, E-commerce / E-business through books or music or insurance or banking and such other emerging products / services which can be manufactured or provided or distributed in the binary language of 0s and 1s.
- (xxiii) To adopt such means for making known the business and / or products of this Company or any Company in which the Company is interested as its principal, agents, representative or in any other way by advertisements and publicity in press, periodicals, magazines, through corner slides and films, by issue of circulars, posters, calendars, showcards, playing cards, gifts,

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complimentaries, hoardings; by radio programs and TV programs; by exhibition, sponsorship of games; by hosting quiz shows, game shows, sports activities, educational, cultural or other programs; by publications of books and periodicals; by purchase and exhibition of work of art or interest; by granting prizes, rewards and donations or in any other manner as the Board of Directors may think fit.

- (xxiv) To engage in the production, procurement, buying, selling, and marketing of Information Technology products and services, and computer software, be it related to media or such other fields, in India and abroad through any existing or emerging mode of distribution.
4. To sell, exchange, mortgage, let on lease, royalty or distribute, grant licenses, easements, options and other right over and deal with or dispose of the undertaking property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other Company.
  5. To sell, improve manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal in all or any part of the property and right of the Company.
  6. To advance, deposit with or lend money, securities and property to or receive loans or grant or deposits from the Government.
  7. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security as the Company deem expedient.
  8. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.
  9. To undertake, financial and commercial obligations, transactions and operations.
  10. To guarantee the performance of the obligations of and payment of dividends and Interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of the shareholders.
  11. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated, and generally to guarantee or become surety of the performance of any contracts or obligations.
  12. To obtain, any right, concessions, privileges, permissions and the like, periodically or otherwise, which may considered conducive to the interests of the business of the Company from any Governments, State, Municipalities, Local Boards, Museums, Libraries, or any authorities supreme, or otherwise and to carry out, use, exercise and comply with such right, privileges, concessions, permissions and arrangements.
  13. To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose, of and deal in stocks and securities or obligations of any other company whether Indian or foreign.

14. Subject to the provisions of the Act to invest money of the Company not for the time being required for any of the purpose of the Company in such investments (other than shares or stock of this Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
15. To borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular, by the issue of debentures, or debentures-stocks perpetual or otherwise, including debentures or debenture stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received, or of any such debentures, or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other power as may seem expedient, and to purchase, redeem or pay off any such securities, provided, the Company shall not carry on Banking business as defined by the Banking Regulation Act, 1949 and subject to the provisions of the Act and directives of the Reserve Bank of India.
16. To open an account or accounts with any individual, firm or company or with any Bank or Shroffs and to pay into and to withdraw money from such account or accounts.
17. To draw, make, accept, discount, execute, endorse and issue bills of exchange and other promissory notes, bills of lading, warrants, debentures and others negotiable or transferable instruments or securities.
18. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights, brevets, inventions, trade marks, designs, licences, protections, concession and the like conferring an exclusive or non-exclusive or limited right to use any secret or other information as to any invention, process or privilege which may seem capable or being used for any of the purposes of the Company.
19. To spend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes, or information of the Company or which the Company may acquire / propose to acquire.
20. To equip expeditions and commissions and to employ and remunerate experts and other agents in connection therewith, with a view to securing any of the objects of the Company.
21. To establish, provide, maintain and conduct research and other laboratories training colleges, school and other institutions, for the training, education and instructions to students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
22. To acquire and undertake all or any part of the business, property and liabilities of any person or Company carrying on any business which this Company is authorized to carry on or possessed of property suitable for the purposes of the Company.
23. To take part in the supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or other experts or agents.

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24. To procure the registration or incorporation or recognition of the Company in or under the laws of any place in India or outside India.
25. To form, incorporate or promote any company or companies whether in India or in any foreign country, having amongst its or their object the acquisition of all or any of the assets or control, management or development which in opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions of or placing or assessing to place or to obtain subscription for or for guaranteeing the subscriptions of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have an interest.
26. To amalgamate, enter into partnership or into any arrangement for sharing, profits, or into any union of interest, joint-venture, reciprocal concession or Company or Companies carrying on, or engaged in, or about to carry on or engaged or being authorized to carry on, or engaged in, any business or transaction which this Company is authorized to carry on or engage in or any similar business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
27. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities, imperial, supreme, national, local municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any Company any charters, contracts, which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
28. To adopt such means of making known the business of the Company as may seem expedient and in particulars by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
29. To undertake, and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
30. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution of fund in any way connected with any particular trade or business or with trade commerce generally including any association, institution or fund for the protection of masters, owners and employers

against loss by bad debts, strikes, combinations, fire accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular at friendly, co-operative and other societies reading rooms, libraries, educational and charitable institutions, refectories, dining and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.

31. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly expedient.
32. To communicate with Chambers of Commerce and other mercantile public bodies throughout the world and concert and promote measures for the protection, to trade, industry and person engaged therein.
33. To amalgamate with any other company whose objects are to include objects similar to those of this Company.
34. To create any reserve, sinking fund, Insurance fund or any other special fund whether for depreciation or repairing, improving, extending or maintaining any property of the Company or for any other purpose conducive to interest of the Company.
35. To distribute as bonus shares among members or place to reserve or otherwise to apply as the Company may from time to time think fit, any money received by way of premium or shares or debentures issued at premium by the Company and any money received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares subject to the provisions of Companies Act 1956.
36. To aid, pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surrounding of industrial or labour problems or troubles or the promotion of industry or trade.
37. To subscribe or guarantee money for national, charitable, benevolent, public, social, general utility object or for any exhibition.
38. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience calculated to benefit persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company or any Company which is a subsidiary or associate of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowance and to make payment towards insurance.
39. To carry on business either as principals, agents, leasers, trustees, contractors or otherwise, and either alone or in conjunction with other, and either by or through agents, sub-contractors, trustees or otherwise.
40. Subject to provision of the Companies Act to distribute all or any of the property of the Company amongst the members in specie or kind in the event of winding up of the Company.
41. To help, promote, implement, contribute to rural development schemes, association, clubs and institutions connected with rural development.

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42. To purchase or otherwise acquire land with or without buildings and machinery or to accept leases thereof, and such land to erect building also to purchase and erect plant and machinery for the works and purposes of the Company.
43. To dig wells and tube-wells in the land, belonging to the Company or otherwise taken on lease and to make, build and construct, lay down and maintain any reservoirs, cisterns, culvers, filter-beds, mains and other pipes for the purposes of storing and distributing water in the land of the Company for its proper maintenance, utility and cultivation.
44. To develop the resources and turn into account the land, buildings for the time being of the Company in such manner as may be deemed fit and in particular by clearing, draining, fencing, planting of fruit trees, gardening, dairy and agricultural farming or otherwise as may be considered suitable for the beneficial interests of the Company.
45. To establish, maintain or otherwise subsidise any research laboratories, refineries or chemical workshops for the purpose of conducting scientific and technical research pertaining to or connected with any of the industry which this Company is authorised to carry on under the Memorandum of Association and thereby to improve or otherwise to make use of the inventions, discoveries, processes, technical know-how, patents, and rights resulting from such scientific and technical research.
46. To remunerate or otherwise assist any person, firm or company for the services of technical nature rendered in India or elsewhere for conducting any research or experiments which may be calculated directly or indirectly, to enhance the intrinsic value of the products of the Company or which may seem capable of being profitably dealt with in connection with any of the business of the Company.
47. To provide for the welfare of the officers, employers, ex-officers and ex-employees of the Company and the wives, widows and families or the dependents or the connections of such persons, buildings or contributing to the building of houses, dwelling or chawls or any grant of money, pensions allowances, bonus or other payments; by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trust and by providing or subscribing or contributing towards places of instructions recreation, hospital, and dispensaries, medical and other attendance or other assistance as the Company shall think fit and subscribe or contribute to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of location of operation or public, and general utility or otherwise.
48. To carry on the business of Agency, Principle Brokers and enter into Collaboration with Indian or Foreign Parties.

(C) OTHER OBJECTS :

49. To acquire, establish, run and conduct the business of flour mill, bakery, textile process house, rolling mill, oil mill, dal mill, rice mill, krinting mills.
50. To act and carry on business as carrier, warehousemen, ship owners shippers, charterers and shipping and forwarding agents.

51. To undertake and execute any contracts for works involving the supply or use of any machinery or other materials or articles and to carry out any ancillary or other works comprised in such contracts.
52. To carry on the business of mechanical, electrical, hydraulic, electronic, precision and general engineers, machine and engineering tool makers, fitters, boulder makers, iron founders, bras founders, smiths, woodworkers, pattern makers, mill-wrights, metal workers, iron and steel converters, ship builders, smiths, fitters, metallurgists, plate-makers, dredgers, tug-owners, wharfingers, salt refiners, and chemical manufacturers, buildings of bridges and steel frame building and steel and iron structure of all kinds and buy, sell, import, export, manufacture, repair, convert, let on hire, and deal in machinery, rolling-stock, iron, steel, metal, implements, tools, utensils and conveniences of all kind and generally to carry on the said business in all their branches or any business of a character similar or analogous to the foregoing or any other business or any other works or manufactures.
53. To carry on the business or trades of manufactures, importers, exporters, assemblers, processors, finishers, letters on hire purchase and dealers of and in machinery and tools and accessories, abrasive equipment and abrasive plant of all kind, wire drawing, equipment, casting patterns, moulds, precision surface electronic equipment, cinematograph and photographic equipment, fire-fighting equipment and components or accessories for the same, engineers tools, Gauges and measuring devices, hand tools, machine tools, power tools, household tools, hardware goods, machinery, tools and equipment of all descriptions for tools makers and for glazing, cutting and working on metal, glass tiles, stone, marble and rock substances and in any articles or things used for or in connection with any such business as aforesaid and of and in the raw or other materials for or component parts of or accessories to the same.
54. To purchase, take on lease, or otherwise acquire, any mines, mining rights and metalliferous land and to acquire certificate of approval in the Union of India and any interest, therein, and to prospect, explore, work, exercise, develop, and turn to account the same.
55. To crush, win, get quarry, smelt, calcine, refine, dress beneficiate, amalgamate, manipulate, wash and convert into merchantable, sell, buy, import, export or deal in all types or ore, smelt and mineral substance of all kinds including manganese, barites, iron ore, mica, coal, limestone and all other minerals and metals, cement glasses, oil products, clays, bricks, tiles, pipes, pottery, refractory and ceramic wares of all kind.
56. To produce, manufacture, refine, prepare, import, export, buy, sell and generally to deal in iron and steel in all forms and / or by-products thereof and carry on the trade or business of iron makers, steel makers, steel converters rolled steel makers, miners, smelters, engineers, tinplate markers and iron founders in all their branches, manufacturers of all sorts of bars, rods and other sections sheets and plates, wires & wire products of iron & steel & other metal and to search for, get work, make merchantable sell and deal in iron steel and other metals ferrous or non-ferrous, old or new, coal, minerals, and substances.
57. To purchase and acquire any ginning, pressing, spinning, weaving, manufacturing, factory, press mills, business, or concern.

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58. To carry on the business of manufacture of cotton silk, artificial silk, wool, flax, hemp and jute and similar fibers and of merchants, importers and growers of and dealers in cotton, silk wool, flax, hemp and jute and all products thereof; and the business of cotton spinners and doublers, silk, wool, flax, hemp, and jute spinners, combers and weavers and / or dyers, bleacher, cleaners and finishers and manufacturers of and dealers in dyeing and bleaching materials, and manufacturing and general chemists and druggists and to comb, spin, wind, weave, scour clean, prepare, render marketable and buy, sell or deal in cotton, silk, flex, hemp, jute, wool and other like substances, and to manufacture, work up, buy, sell and deal in linen, clothe, silk, satin, satinette, plush, velvet, velveteen, yarn, thread, and other goods and fabrics and to carry on business of ginning and pressing and to supply powers.
  59. To manufacture and carry on the business of film productions, silent as well as talking in all or any of the language spoken in the world which may be Topical, News, Educational, Dramatic, Comic, Advertisement, Cartoons, Coloured Synchronized film or film of any other kind hereinafter devised.
  60. To exhibit, distribute, give or take on hire, exchange, purchase or sell and to deal in any manner in films both of own manufacture or other manufacture, Indian or Foreign, in India or elsewhere outside India and to establish branches or agencies in India or elsewhere outside India and also to engage agents or representative for the above or any other purposes of the company and to remunerate such agents, representative and servants of the company and to manufacture, produce and exhibit Cinematographic films and pictures and to engage Directors, Actor and other servants, Authors, Play-writers, Dramatists, Dialogue and Scenario writers, Film Editors, Story writers and other persons, Technicians, Engineers Sound Experts, Cameraman, Musicians, Art Directors, Artists, Painters, Carpenters and other experts necessary for conducting the business of the Company and to pay and remunerate persons so engaged.
  61. To construct, purchase or take on lease Cinematograph theatres, cinema halls and other buildings and works convenient for the purposes thereof and to manage, maintain and carry on such theatres and other buildings, when so erected on.
  62. To carry on and undertake any transaction, operation or business as financiers, concessionaries, guarantors, agents and contractors and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out.
  63. To carry on the business as general merchants, traders in goods and commodities on ready or forward basis, commission agents, buying and selling agents brokers, importers exporters and to act as manufacturer's representatives.
  64. To manufacture, sell prepare or otherwise deal in chemicals import entitlements, packing, material of various types and forms made of wood, metal, corrugated sheets, tin-plates, craft and craft paper, rubber and glass used in the preparation of wooden boxes ammunition covers, steel barrels, glass ampoules and vials and packing material required for use in the defence Department or otherwise for transit of the good and stores.
  65. To manufacture, sell, and carry on business of industrial gases i.e. oxygen, acetylene, argon, nitrogen, carbondioxide, freon etc. in gas and in liquid forms.
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66. To carry on business of producers and manufacture of oxygen dissolved acetylene, nitrogen, argon, hydrogen, carbondioxide, nitrousoxide, freon carbonic acid other gases or kindered substances or any compound thereof by any process, and of selling or supplying such gases, substances and compounds or any of them to such purposes as the company may from time to time think desirable.
67. To carry on the business of the gas maker, mechanical engineers, iron rounders brass founders, metal-worked, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, metallurgists, electrical engineers, water supply engineers, farmers, printers, carriers and manufacturers of agricultural implements.
68. To carry on the trades or business of iron masters, steel makers, steel converters, colliery proprietors, coke manufacturers, miners, smelters, engineers, tin plate makers and iron founders, in all their respective branches.
69. To produces steel bricks and bails from steel scrap and cast iron scrap.
70. To carry on the business of an estate and to buy, underwrite, invest in, acquire, hold, and deal in shares, stocks, debentures, debentures-stock, bonds, obligations and securities issued and guaranteed by such company constituted or carrying on business in India or elsewhere or debentures, debenture stock, bonds, obligations and securities, issued or guaranteed by any Government, State, Dominions, Sovereign Rulers, Commissioners, Public Body or authority, supreme, municipal, local or otherwise, firm or person whether in India or elsewhere.
71. To carry on the business of running motor lorries, motor taxis, motor, minibuses and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers and goods and generally to do the business of common carriers.
72. To carry on the business of hotel, restaurant, café, tavern refreshment room and boarding and lodging houses keepers, beer house keeper, licensed victuallers, wine, beer, and spirit merchant, aerate mineral and artificial water and other drinks, purveyors, caterers for public amusements, generally dealers in ivory, novelty and other goods and as general merchants, garage proprietors livestock stable keepers, job masters, farmers, dairyman, importers and brokers of food, alive and dead stock and foreign produce of all description, hairdressers, perfumers, chemists, proprietor of clubs, baths, dressing room, laundries, reading writing and newspaper room, libraries, grounds and places of amusements, recreation spot, entertainment and instruction of all kinds, tobacco and cigar merchant, travel agents, Bank Mukadams for railways, shipping and airways and road transport corporation, companies or bodies and carriers by land, water and air, barge property and freight contractors, forwarding agents, clearing agents, stevedores, ship chandlers caterers in railway, airlines and steamship companies, underwriters and insurers of sheeps, crafts, goods and other property, theatrical and opera box office proprietors, cinema exhibitors, producers and distributors and merchants, refrigerating storekeepers and as proprietors conducting safe deposit vaults, general agents, ice merchants, and carry on the business of running night clubs, swimming pools, plying of launches and boats, bakery and confectionary.
73. To carry on business as bakers and manufacturers of and dealers in bread flour, rava maida, biscuits and farinaceous compounds and materials of every description.

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74. To carry on business of manufacturers of and dealers in sugar, gur, Khandsari, sugar candy, chocolate, coffee and other allied products.
  75. To carry on the business of stationers, printers, lithographers, stereotyper, electrotyper, photographic, printers, photolithographers, engravers, dyesinkers, envelope manufactures, book binders, account book manufacturers, machine rulers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufactures, type foundries, photographers, manufacturers of and dealers in playing, visiting, railway festive, complimentary and fancy cards and alenties, dealers in parchment, dealers in stamps, agents for the payment of a stamp and duties, advertising agents, designers, draftman, ink manufacturers, pen, ball pen, and pencil manufacturers, booksellers, publishers, paper manufactures and the dealers in the material used in the manufacture of the paper engineers, cabinet makers and dealers in or manufacturers of any other articles or things of the character similar or analogous to the foregoing or any of them or connected therewith.
  76. To carry on the business as manufacturers and dealers of boots, shoes, clogs, all kinds of footwear and leather and plastic goods, lasts, boots, trees, laces, buckles, leggings, boot-polisher, accessories and fittings.
  77. To carry on business as goldsmiths, silversmiths, jewelers, gem merchants, watch and clock repairers, electroplaters, dressing bag makers, importers and exporters of bullion, and buy, sell and deal (wholesale and retail) in bullion, precious stones, jewellery, watches, clocks, gold or silver plates, cups, shields, electroplated, cutlery, dressing bags, bronzes, article of virtue, objects of art and such other articles and goods as the company may consider capable of being conveniently dealt in relation to its business and to manufacture and establish factories for manufacturing goods for the above business.
  78. To carry on business manufacturers and dealers of radios, television sets, teleprinters, telecommunication and electronic equipment and computers, business machines and their components, including valves, transistors, resistors, condensers and coils.
  79. To carry the business of manufacturers or dealers in typewriters, calculating machines, computers, cleaners, office equipments, sewing and printing machines, air conditioning equipments, air conditions, refrigerators, coolers, ice cream manufacturing machinery and to maintain air conditioned godowns, for storage of goods.
  80. To carry on business of a steam and general laundry, and to wash, clean, purify, scour, bleach, wring, dry, iron, colour dye, disinfect, renovate and prepare for use all articles of wearing apparel, household domestic and other cotton, silk and woolen fabrics, repair, let on hire, alter, improve, treat and deal all apparatus, machines, materials and articles of all kinds which are capable of being used for any such purpose.
  81. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
  82. To carry on the business of cold storage of fruits, vegetable, seeds, fish, meat, agricultural products, milks and dairy products and other perishable items.
  83. To carry on all or any of the business of builders, engineers, and contractors, architects, decorators, merchants and dealers and manufacturers in stone, sand, lime, bricks, cement, timber, hardware and other building material and acting as house agents.
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84. To establish and work cement factories, and to carry on the business of cement manufacturers, lime burner, and ceramics, including sanitary fitting and china ware.
85. To carry on business of manufacturers or dealers of tractors, automobiles, earth moving equipment, internal combustion engines, boilers, locomotive and compressors.
86. To manufacture and or deal in automobile part, spare parts and components of machineries and to act as agents for manufactures of various parts and components.
87. To cultivate, grow, produce, or deal in any agriculture, vegetable or fruit product and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers; and milk products, condensed milk and powdered milk, cream cheese, butter poultry, fruit essences vegetables, cash crops and provisions of all kinds, growers, of and dealers in corn, hay and straw, seedsmen, and nurserymen all types of flower products, flower essences, and to buy, sell, manufactures, and trade in any goods usually traded in any of the above business or any other business inclusive of staple foods and medicinal preparations from milk vegetable flowers and animal products or any substitute for any of them associated with the farming interests which may be advantageously carried on by the Company.
88. To cultivate tea, coffee, cinchona, rubber and other produce and to carry on the business of platters in all its branches, to carry on and do the business of cultivators winners and buyers of every kind of vegetable, mineral, or other products of the soil to prepare, manufacture and render marketable any such products, and to sell, dispose off and deal in any such produce, either in its prepared manufacture or raw state, and either by wholesale or retail.
89. To establish and maintain shipping lines and plying vessels between any parts and to carry a business as freight contractors, carrier, barge owners, forwarding, and clearing agents.
90. To carry on the manufacture and sale of patent medicines and preparations, and generally to carry on the business of manufactures, buyers, sellers of and dealers in all kind of medicines and medical preparations and drugs whatsoever and obtain patents for them.
91. To carry on the business of manufacturers of or dealers in soap, cosmetics, perfumes and toilet requisite, pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, mill boards and wall and ceiling papers and packaging cartons and news prints and photographic raw films.
92. To manufacture and deal in all chemical products such as coaltar products, and their intermediates, dyes, drugs, medicines and pharmaceuticals, petroleum and its products and derivatives, plants, pigments and varnishes, explosive and ammunitions, vegetable oils, their products and derivatives, all types of heavy chemicals such as sulphuric and other acids, caustic soda ash etc., all types of textiles chemicals, and sizing and finishing materials, cement and allied products, photographic chemicals, clay and boards, including straw boards, soap, glycerine and allied products, all industrial and pharmaceutical, organic and inorganic chemicals, fertilizers, pesticides, manures, fungicides, and allied product fats, waxes, and their products, hides skins and leather.

## ZEE ENTERTAINMENT ENTERPRISES LTD

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93. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies, to run service station for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils, greases.
94. To carry on the business of manufactures and dealers in all types of rubbers, leather, celluloid, bakelite, plastic and other chemicals, rubber and plastic goods, particularly industrial rolls, rollers, sheets, beltings, and consumer goods such as tyres, tubes and other allied products, chappals, shoes, medicals and surgical goods and all other kinds of products.
95. To carry on the business of iron foundries, makers of scientific, industrial and surgical instruments mechanical engineers and manufacturers of agricultural implements and other machinery, steel casting and forgings and malleable iron and steel castings tool makers, brass foundries, metal workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, farmers, printers, carriers and to buy, sell, manufacture, repair, convert, let on hire and deal in machinery implements, rolling stock and hardware of all kinds.
96. To carry on business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances electric motors, fans, lamps, furnace, household appliances batteries, cables, wire lines, drycells accumulators, lamps and works and to generate, accumulate, distribute and supply heat, motive power, and for all other purpose for which electrical energy can be employed, and to manufacture, and deal in all apparatus and things required for or capable, of being used in connection with the generation, distribution, supply, accumulation, and employment of electricity, including in the terms electricity all power that may be directly or indirectly derived there from or may be incidentally hereafter discovered in dealing with electricity.
97. To carry on the business of manufacturing, assembling, buying, selling reselling exchanging, altering, importing, exporting, hiring, letting on hire, distributing or dealing in ships, boats, barges, launches submarine, and other under water vessels, aeroplanes, aero-engines, airships, sea planes, flying boats, hydro planes and aircrafts and aerial conveyances of every description and kind for transport or conveyance of passengers, merchandise or goods of every description whether propelled or assisted by means of petrol, spirit, electricity, steam, oil, vapour gas, petroleum, mechanical, animal or any other motive power and all component parts, accessories, equipment and apparatus for use in connection therewith.
98. To carry on the trade or business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire, or distributing or dealing in railway carriages, wagons, carts, vehicles, rolling stocks and conveyance of all kinds, whether for railways, road, field or other traffic or purposes, and also railways and tramways, plant and machinery, materials and things applicable for use as accessories thereto and of letting or supplying all or any of the things hereinbefore mentioned coal proprietors, railways and other companies and other persons and of repairing land maintaining the same respectively whether belonging to this Company or not and of selling, exchanging and otherwise dealing in the same respectively.

99. To carry on the business of machinists, makers of machinery, manufacturers or pressed bowls, mechanical engineers, marine engineers, iron founders, brass founders, Iron and steel converts, metallurgist, smiths and wood workers, iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, smiths, sand-blast proprietors, consulting engineers, electrical engineers, asbestos manufactures, japanners, annealers, enamellers, electric and chromium platers, polishers, painters, garage proprietor, blacksmiths, tin smiths, lock smiths, iron mongers, alloy makers, metal platers, wire weavers and to buy, sell, manufacture, repair, convert, let on hire and deal in plant, machinery, tools, implements, utensils, rolling stock and hardware of all kinds.
100. To manufacture and sell machinery, stores, engineering products of all kinds and description and to carry on the business of suppliers and dealers in all types of machinery and in all products intended for use in foundry and treatment of metals.
101. To carry on the business of manufactures of or dealers in arms and ammunition subject to provisions of law.
102. To carry on the business of manufacturers of or dealers in glass products, including sheet and plate glass, optical glass, glass wool and laboratory ware.
103. To carry on the business of manufacturers of or dealers in industrial machinery of all types, including bearing, speed reduction units, pumps, machine tool, and agricultural machinery and earth moving machinery including road rollers, bulldozers, dumpers, loaders shovels and drag lines and light engineering goods such as cycles and sewing machines and their components.
104. To carry on the business of manufacturers of or dealers of ferrous or non-ferrous metals, including iron and steel, aluminium, brass, tin, nickel, special steel and their products.
105. To carry on business as manufacturers, dealers, stockist, importers and exporters of engineering drawing sets, builders, hardware, steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and other machinery plant, equipment, articles appliances, their component parts, accessories and allied things.
106. To carry on business as manufacturers, dealers, stockist, exporters and importers of bolts, nuts, nails rivets, hinges, hooks and all other hardware items of all types and descriptions.
107. To carry on business as manufacturers, dealers, stockist, exporters and importers of forging, casting, stamping, of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compression moulding, steel products, automobile parts of all kinds.
108. To carry on business as manufacturers, stockist, importers, exporters, repairers and dealers in dynamos, motors, armatures, magnet, batteries, conductors, insulators, transformers, converters, switch boards, cookers engines, guns, presses, insulating, material and generally electric plant, appliances and suppliers of every description.
109. To carry on the business as manufacturers, dealers, stockist, importers and exporters of buckets, bath, tubs, trunk metal furniture, safes, chimneys, pipes.

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110. To carry on business as manufacturers, processors, dealers, stockiest, importers and exporters of wearable and unwearable cloth, garments, hosiery fabrics, high density polythene and polyethylene, woven sacks tarpaulins of various qualities and types.
111. To carry on business of dairy farming, dairy products and allied products.
112. To carry on business as manufacturers, dealers, stockiest, importers and exporters of general goods, suppliers, commission agents and clearing and forwarding agents to carry on all or any of the business of wholesale and retail in all kinds of merchandise such as textile, yarn, steel, spices, dry fruits, chemicals, dyes and grains.
113. To carry on business of timber and timber merchants, timber yard and sawmill proprietors, and to buy, sell, prepare for market, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used to carry on the business of logging and lumbering, purchasing, acquiring, and leasing, timber berths, and so far as may deemed expedient the business of general merchants or any other business.
114. To mortgage, or take on mortgage lease, take on lease exchange or otherwise deal in lands, buildings, hereditaments of any tenure or freehold and carry on the business as leasing company.
115. To procure or develop and supply or provide technical know-how, process formulas, for the manufacture or processing of goods, materials, or in the installation or erection of machinery or plant for such manufacture or processing, or in the working of mines, oil wells or other sources of mineral deposits, or in carrying out any operations relating to agriculture, animals husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know-how.
116. To carry on the profession of consultants on management, employment, engineering, industrial, turnkey projects and technical matters to industry and business and to act as employment agent. To carry on the business of printing and publishing books, magazines, journals and newspapers and to act as agents in connection therewith.
117. To undertake or arrange for the writing and publication, books, magazines, journals or pamphlets on subject relating to trade, commerce, industry, agriculture, banking, insurance, investment, taxation, finance, economics, law and other subjects.
118. To acquire or set up and run schools, colleges, training and professional institutions and music and dance centres.
119. To carry on all or any business of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircrafts, ships, tugs, barge and boats of every description, lightermen, carriers, of goods and passengers by road, rail, water or air, carmen, cartage contractors, stevedores, wharfingers, cargo, superintendents, packer, hauliers, warehousemen, storekeepers and jobmasters.
120. To carry on the business of importers, exporters, dealers, stockiest, suppliers and manufacturers of commercial, industrial and domestic plastic products of any nature, substance and form, and of any raw material including styrene, polystyrene, vinyl, acetate and copolymers and other allied material, acrylics and polythers, polycarbonates and polythers and epoxy resins and compositions silicon resin and composition P.F., U.F. and other thermoplastic moulding compositions including

prefabricated sections and shapes, cellulosic plastics and other thermosetting and thermoplastic materials (of synthetic or natural origin), coloring materials, plastic and resinous materials and adhesive compositions.

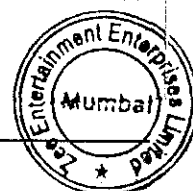
121. To carry on business as manufacturers of petro-chemicals and its by-products and corresponding products.
122. To carry on the business of speculation in shares, stocks, debentures, debenture stock, bonds, obligation and securities issued and commodities permitted by any law for the time being in force in the country.

IV. The liability of the member is limited

- \*V. The authorised share capital of the Company is Rs. 2300,00,00,000 (Rupees Two Thousand Three Hundred Crores only) consisting of 200,00,00,000 (Two Hundred Crores) Equity Shares of Re 1/- (Rupee one) each and 210,00,00,000 (Two Hundred Ten Crores) Preference Shares of Rs. 10/- each.



\*Authorised share capital altered vide ordinary resolutions passed by Equity Shareholders on July 15, 2015 and Preference Shareholders on February 28, 2016.



## ZEE ENTERTAINMENT ENTERPRISES LTD

We, the several person whose names and address and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Names, Addresses, Description and occupation of each Subscriber	No. of Shares taken by each Subscriber	Signature of Sub-scriber	Signature of Witness with Description and Occupation
Shyamsunder S/o, Prabhudayal Sharma 1/12, Century Mills Building Worli, Mumbai 400 025. Service	10 (Ten)	Sd/-	S/d- Mohanlal Bhandari Son of Shri Ghewarchand Bhandari Sheel Chambers 10, Caswaji Patel St., Mumbai - 400 001 Chartered Accountants
Anand Aggarwal S/o, Shri Manoharlal Aggarwal 401, Mahesh Bldg., 5 Road, Khar (W), Mumbai 400 052 Business	10 (Ten)	Sd/-	
Vasant Parekh S/o, Shamji Parekh 9, Swapna, P.M. Road, Vile Parle (E), Mumbai 400 057. Business	10 (Ten)	Sd/-	
Ramesh Samria S/o, Bhuralaji Samria, 10, Jogeshwar Niwas, 67/77, Dr. M.D. Welkar St., Chira Bazar, Mumbai 400 002. Service	10 (Ten)	Sd/-	
Sanjay Badgamia S/o, Jagdish Prasad Badgamia 19, Central Avenue, 102, Avanti, Santacruz (W), Mumbai 400 054. Busines	10 (Ten)	Sd/-	
Mahavir Kumar Jain S/o, Radheshyam Jain, Aziz Mansion, L.J. Road, Mahim, Mumbai 400 018. Business	10 (Ten)	Sd/-	
Tarachand D. Chhajed 10 Sd/- S/o, Dalichand Chhajed (Ten) 128, Bazar Road, Bandra, Mumbai 400 050. Business	10 (Ten)	Sd/-	
<b>Total</b>	70 (Seventy) Equity Sahres		

Mumbai dated 29<sup>th</sup> October, 1982

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ZEE ENTERTAINMENT ENTERPRISES LIMITED

PRELIMINARY

1. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act. Interpretation  

The marginal notes hereto shall not effect the construction hereof and in these presents, unless, there is something in the subject or context inconsistent therewith.

"The Act" means the Companies Act, 1956.

"These Articles" means these Articles of Association as originally framed or as from time to time altered by Special Resolution.

"The company" means Zee Entertainment Enterprises Limited.

"The office" means the Registered Office of the company for the time being.

"The Register" means the Register of Members to be kept pursuant to Section 150 of the Act.

"Seal" means the Common Seal of the company.

"Share" means equity share as well as preference share.

"Beneficial Owner" shall mean beneficial owner as defined in clause (a) of sub-section (1) of section 2 of the Depositories Act, 1996;

"Depositories Act, 1996" shall include any statutory modification or reenactment thereof;

"Depository" shall mean a Depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996.

"Member" means the duly registered holder from time to time of the shares of the company and includes the subscribers to the Memorandum of the Company and the beneficial owner as defined above.

Word importing the singular number also include the plural number and vice versa.

Word importing the masculine gender also include the feminine gender.

Words importing person include corporations.
2. Save as provided herein, the regulations contained in Table "A" in Schedule 1 to the Act shall not apply to the company. Table "A" not to apply

CAPITAL AND SHARES

\* 3

(a) The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in Clause V of Memorandum of Association.



Altered vide members resolution dated 27.04.2012

## ZEE ENTERTAINMENT ENTERPRISES LTD

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Allotment of Share	3	(b) Subject to the provision of these Articles and of Section 81 of the Act, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such person on such terms and conditions and at such time as the Directors think fit, provided that the option or right to call on share shall not be given to any person except with sanction of the company in General Meeting.
Commission for placing share.	4.	The Company may, subject to compliance with the provisions of Section 76 of the Act, exercise the power of paying commission.
Brokerage	5.	The Company may pay on the issue of shares or debentures such brokerage as may be lawful.
Shares at a discount	6.	With the previous authority of the company in General Meeting and complying with Section 79 of the Act, the Directors may issue at a discount, share of a class already issued.
Preference Share.	7.	Subject to the provision of the Section 80 of the Act, the company may issue preference shares which are, or at the option of the company are liable to be redeemed or not be redeemed on such terms and in such manner as the company may determine.
Shares with differential rights.	7A	Subject to the provisions of sections 80, 81, 85 to 90 and other applicable provisions of Companies Act, 1956, including applicable rules, any new shares shall be issued upon such terms and conditions and with such rights and privileges as the Board shall determine, in particular any such shares may be issued with a preferential or qualified or differential right to voting and / or dividends and / or in the distribution of the assets of the company and subject to provisions of the said sections of the Act, with special or differential voting rights.
Buyback	7B	Notwithstanding anything contained in the Articles of Association, the Board of Directors may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by law.
Installments on shares to be duly paid.	8.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments every such installment, shall, when due, be paid to the company by the person who for the time being shall be the member registered in respect of the share or by his executor or administrator.
Liability of joint holder of share.	9.	Member who are registered jointly in respect of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.
Trusts not recognised	10.	Save as herein otherwise provided, the Company shall be entitled to treat the member registered in respect of any share as the absolute owner thereof and accordingly shall not, expect as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognize any equitable or other claim to or interest in such share on the part of any other person.

### CERTIFICATE

Certificate	11.	The certificate to title of shares and duplicates thereof when necessary shall be issued under the Seal of the Company in accordance with the provision of Section 84 of the Act and the rules prescribed by the Central Government for the said purposes and in force from time to time.
Member's right to certificate.	12.	Every member shall be entitled to one Certificate for all the shares registered in his name or, if the Directors so approve to several certificates each for one or more of such shares

Provided however, that no share certificate(s) shall be issued in respect of the shares held in Depository

13. The certificate of shares registered in the name of two or more persons shall be delivered to the person first named on the Register.

To which of joint holder certificate to be issued.

### CALLS

14. The Directors may, from time to time subject to the terms on which any shares may have been issued and subject to Section 91 of the Act, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by installments, and shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Calls.

15. If the sum payable in respect of any call or installment not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made for the installment shall be due, shall pay interest for the same from the day appointed for the payment thereof till the time of the actual payment at such rate as the Director may determine. The Directors shall be at liberty to waive payment of any such interest wholly or in part.

When interest on a call or installment payable.

16. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installment at fixed times, whether on account of the amount of the share or by way of premium every such amount or installment shall be payable as it were a call duly made by the Directors and of which due notice had been given and all provisions herein contained in respect of calls shall relate to such amount or installment accordingly.

Amount payable at fixed time or by installments payable at calls.

17. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of defendant is or was, when the claim arose, on the register of the company as a holder, or one the holders of the shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the company and it shall not be necessary to prove the appointment of the Directors who made any call, nor that a quorum of Directors was present at the meeting at which any call nor that the meeting at which any call was made duly convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.

Evidence in action by Company against shareholders.

18. The Director may, if they think fit, receive from any member willing to advance the same all or any part of the money due upon the shares held by him beyond the sums actually called for, and upon the money so paid in advance, or so much there of as from time to time exceeds the amount of the calls then made upon the share in respect of which such advance has been made, the Company may pay interest at such rate as

Payment of calls in advance.

## ZEE ENTERTAINMENT ENTERPRISES LTD

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the Director think fit. Money so paid in excess of the amount of call shall not rank for dividends or participation in profits. The Director may at any time repay the amount so advanced.

- Revocation of call      19.      A call may be revoked or postponed at the discretion of the Directors.

### FORFEITURE, SURRENDER AND LIEN

- If call or installment not paid notice may be given.      20.      If any member fails to pay whole or any part of any call or installment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any extension thereof as aforesaid, the Directors may at any time thereafter during such time as the call or installment remains unpaid or decree remains unsatisfied serve a notice on such member, or on the person (if any) entitled to share by transmission, requiring him to pay such call or installment or such part thereof or other moneys as remains unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have accrued by the company by reason of such non-payment.

- In default of payment shares may be forfeited.      21.      If the requisitions of any such notice shall not be complied with, every or any share in respect of which the notice is given, may at any time there after, before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effects. Such forfeiture shall include all dividend declared in respect of the forfeited shares and not actually paid before the forfeiture.

- Notices of forfeiture to member and entry in Register.      22.      When any share is declared to be forfeited, notice of forfeiture shall be given to the member in whose name it stood immediately prior to forfeiture and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register but no forfeiture shall be in any, manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

- Forfeited share.      23.      Every share so forfeited as aforesaid shall thereupon be the property of the Company and may be sold, reallocated or otherwise disposed of either to original holder thereof or any other person upon such terms and in such manner as the Board shall think fit.

- Power to annul forfeiture.      24.      The Director may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such condition as may think fit.

- Member shall be liable to pay money owing at the time of forfeiture and interest.      25.      Any members whose shares may be forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the company all calls and other money owing upon the shares at the time of the forfeiture with interest thereon from the time of the forfeiture, until payment, at such rate as Directors may decide, and the Directors may enforce the payment thereof if they think fit, but shall not be under any obligations to do so.

- Title of purchasers and allottee of forfeited shares.      26.      The Company may receive the consideration, if any given for the share on any sale or other disposition thereof and the person to whom such share is sold or disposed of may be registered as the holder of the share, and he shall not be bound to see the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture, sale, or other disposal of the same.

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27. The Director may at any time, subject to the provisions of the Act, accept the surrender of any share from or by member desirous of surrendering on such terms as the Directors may think fit. Director may accept surrender of shares.
28. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created. Any such lien shall extend to all dividends and bonus from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any on such shares. Company's lien on shares.

### TRANSFER AND TRANSMISSION OF SHARE

29. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Act and of any statutory modification thereof for the time being shall be duly complied with, in respect of all transfer of shares and the registration thereof. Form of Transfer
30. The Company shall have power to keep Foreign Register of Members or Debenture holders in any country or state outside India as may be decided by the Board from time to time. If any shares are to be entered in any such register, the instrument of transfer shall be in form recognized under the law of such country or state or in such form as may be approved by the Board. Foreign Register of Members and form
- (A) The Company shall cause to be kept a Register and Index of Members in accordance with all applicable provision of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in material and dematerialized forms in any media as be may be permitted by law including in any form of electronic media. The Company shall be entitled to keep in any state or country outside India a Branch Register of Members resident in that State or Country. Company to maintain Register and Index of Members.
- (B) The shares in the capital shall be numbered progressively according to their several denominations and except in the manner hereinbefore mentioned, no share shall be subdivided, provided however, that the provision relating to progressive numbering shall not apply to the share of the Company which are in dematerialized form. Share to be numbered progressively
- (C) Save as herein otherwise provided, the company shall be entitled to treat the person whose name appears on the Register of Member as the holder of any share or whose name appears as the beneficial owner of shares in the records of the depository, as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by law required, be bound to recognize any benami trust or equity or equitable, contingent, future or partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. To treat the person as holders of shares whose name appears in the Register of Members.

No notice of any trust, express, implied or constructive shall be entered in the Register of members or of debenture holders.

## ZEE ENTERTAINMENT ENTERPRISES LTD

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- Company to dematerialise its shares, debentures etc.
- (D) The Company shall be entitled to dematerialise its existing shares, debentures and other securities, rematerialise its share, debentures and other securities, in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under if any.
- Directors may refuse to register transfer.
31. Subject to the provisions of Section 111 of the Act or any statutory modification of the said provisions for the time being in force, the Directors may, at their own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares and in particular may so decline in any case in which the Company has lien upon the shares or any of them whilst any money in respect of the shares desired to be transferred or any of them remain unpaid or unless the transfer is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval of the Director of the transfer registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account what soever, except a lien of shares.
- Notice of refusal to be given to transferor and transferee.
32. If the Company refuse to register the transfer of any share or transmission of any right therein, the Company, within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, shall send notice of refusal to the transferee and the transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provision of Section 111 of the Act or any statutory modification of the provisions for the time being in force shall apply.
- Custody/Destruction of the instrument of transfer
33. The instrument of transfer shall after registration be retained by the company and shall remain in its custody. Such instruments of transfer may be destroyed by the Company at the sole discretion of the Directors.
- Closure of transfer books etc.
34. The Directors shall have power, on giving not less than seven days previous notice by advertisement as required by Section 154 of Act, to close the Register of members and debenture holders of the company in the manner provided under Section 154 of the Act.
- Registration of person entitled to shares otherwise than by transfer (transmission clause)
35. Subject to the provision of the Act and these Articles, any person becoming entitled to share consequent to the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Director (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this clauses, or of his title, as the Board may think sufficient and upon giving such indemnity as the Directors may require either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder, provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by execution, to his nominee of instrument of transfer of the share in accordance with the provision herein contained, and until he does so, he shall not be free from any liability in respect of the share. This clause is herein referred to "The Transmission Clause".

- (A) The company shall keep a book to be called "Register of Transfer" and there in shall be fairly and distinctly enter particulars of every transfer or transmission of any share held in material form. Register of Transfer
- (B) In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply. Provision of Depository Act to apply.
36. Subject to the provision of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if the transferee named in an ordinary transfer presented for registration. Refusal register transmission of shares.
37. Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified, or until or unless an indemnity be given to the Company with regard to such registration which the Board at its discretion shall consider sufficient provided nevertheless that there shall not be any obligation on the Company or Board to accept any indemnity. Board may require evidence of transmission
38. The Company will not make any charge for : Fee on transfer or transmission
- (i) Registration of transfers of its shares and debentures.
- (ii) Subdivision and consolidation of shares and debenture certificates and subdivision of Letters of Allotment and split, consolidation of Renewal and Pucca Transfer Receipts into denominations corresponding to the market units of trading.
- (iii) Sub-division of renouncable letter of Right.
- (iv) Issue of new certificate in replacement of those which are old script or worn out or where the cage on the reverse for recording transfer have been fully utilized.
- (v) Registration of any power of attorney, probate, letter of administration or similar other documents.
39. The company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made, by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming an equitable right, title, or interest to or in the same shares notwithstanding that the Company have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company shall not be bound or required to regard or attend or given notice which may be given to them of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so though it may have been entered or referred to in some books of the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit. The Company not liable for disregard of a notice registrations of a transfer.

## ZEE ENTERTAINMENT ENTERPRISES LTD

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### INCREASE, REDUCTION AND ALTERATION IN AUTHORISED ISSUED AND SUBSCRIBED CAPITAL

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| Increase of authorised share capital       | 40. | The Company may from time to time in general meeting by ordinary resolution alter the conditions of its Memorandum by increase of authorized share capital by creation of new shares of such amount as it thinks expedient.  |
| Increased capital same as original capital | 41. | Except so far as may be otherwise provided by the conditions of issue or by these present any capital raised by the creation of new share shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installment transfer and transmission, forfeiture, lien, surrender, voting and otherwise.  |
| Reduction of capital                       | 42. | The Company may (subject to the provisions of Section 100 to 105 of the Act) from time to time by special Resolution reduce its share capital or any Capital Redemption Reserve Account or Share Premium Account in any way authorized by law and in particular may pay off any paid up share capital upon the footing that it may be called up again, or otherwise, and may, as far as is necessary alter its Memorandum by reducing the amount of its share capital and of its shares accordingly.   |
| Consolidation, division and sub-division   | 43. | <p>The Company may in general meeting alter the conditions of Memorandum as follows :</p> <p>(a) Consolidate and divide all or any of its share capital into share of larger amount than its existing shares.</p> <p>(b) Sub-divide its share or any of them into share of smaller amount than originally fixed by the Memorandum, subject nevertheless to the provision of the Act and of these Articles.</p> <p>(c) Cancel shares, which at the date of the passing of the resolution in the behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>   |
| Joint holders                              | 44. | <p>Where two or more person are registered as the holder of any shares, they shall be deemed to hold the same as joint tenants with benefits of survivor ship subject to the following and other provisions contained in these Articles :</p> <p>(a) On the death of any such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title or interest in the share but the Directors may require such evidence of death as they deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.</p> <p>(b) Any one of the joint holders may give effectual receipt of any dividends or other moneys payable in respect of such shares.</p> <p>(c) Only the person whose name stands first in the Register as one of joint holder of any share, shall be entitled to delivery of the certificate relating to such shares or to receive documents (which expression shall be deemed to include all documents referred to in Article 112) from the Company and documents served on or sent to such</p> |

person shall be deemed as good service on all joint holders.

(d) Any one of two or more joint holders may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy then one of such person so present whose name stand first or higher (as the case may be) on the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or other of the joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by proxy and stands first or higher (as the case may be) in the Register in respect of such shares. Several executors or administrators of deceased member in whose(deceased member's) sole name any share stands for the purpose of this sub- clause be deemed joint holders.

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| <p>45. Subject to the Act and these Articles and without prejudice to the other power conferred by these Articles the Directors shall have the power from time to time at their discretion to accept deposits from member of the Company either in advance of calls or otherwise and generally to raise or borrow or secure the payment of any sum of money for the purpose of the Company, provided that the aggregate of the amount borrowed (apart from temporary loans as defined in Section 293 of the Act obtained from the company's bankers in the ordinary course of business) and remaining outstanding and undischarged at that time, shall not without the consent, of the Company in general meeting, exceed the aggregate of the paid up capital, of the Company and its free reserves, that is to say reserves not set apart for any specific purpose.</p> | <p>Power to borrow.</p>  |
| <p>46. Subject to the provisions of the Act and these Articles, the Board may raise and secure the payment or repayment of such sum in such manner and upon such terms and condition in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture stock, any mortgage or charge or other security on the whole or any part of the property of the Company (both present and future including its uncalled capital for the time being).</p>   | <p>Conditions on which money may be borrowed.</p>                    |
| <p>47. Any bonds, stocks or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.</p>  | <p>Bonds, debentures, etc. to be under the control of directors.</p> |
| <p>48. Any bonds, debentures, debentures stock, or other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, drawing, allotment of share, attending and voting at general meeting provided that debentures with the right of conversions into shares shall not be issued except in conformity with the provisions of Section 81 (3) of the Act.</p>  | <p>Issue at discount etc. or with special privilege</p>              |
| <p>49. Subject to the provision of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur liability as surety for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.</p>   | <p>Indemnity may be given.</p>                                       |

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- Mortgage of uncalled capital 50. If any uncalled capital of the Company is included or charged by any mortgage or other security, the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favor such mortgage or security is executed.

### GENERAL MEETING

- Annual General Meeting 51. Subject to the provisions of the Act, the Company shall from time to time as provided by the Act hold an Annual General Meeting in addition to any other meeting or general meeting of members as its Annual General Meeting. The provisions of Section 166 of the Act shall apply to such Annual General Meeting.
- Extra Ordinary General Meeting 52. Subject to the provisions of the Act, the Board of Directors may whenever it thinks fit, call an Extra- ordinary General Meeting of the Company other than an Annual General Meeting.

### PROCEEDINGS AT GENERAL MEETING

- Quorum of General Meeting 53. Five members entitled to vote and present in person shall form quorum for General Meeting. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of a Meeting.

- If quorum not present meeting to be dissolved or adjourned 54. If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting if called upon the requisition of members, shall stand dissolved. In any other case the meeting shall stand adjourned to the same day in the next week (not being a holiday) at the same time and place or to such other day and at such other time and place as the Board may determine. If at any adjourned meeting also a quorum is not present within half an hour of the time appointed for holding the Meeting, the members present whatever their number (not being less than two) shall be quorum and shall have power to decide upon all the matters which could properly have been disposed of at the meeting from which the adjournment took place.

- Chairman of the meeting The Chairman of the Board of Directors or in his absence one of the Director chosen by the Directors present shall preside as Chairman at every General Meeting of the Company. If no Director is present or if the Director(s) present is not willing to act as Chairman, the members present shall choose one of the members to be the Chairman.

- Member as Chairman 56. If at General Meeting a quorum of members shall be present and Chair shall not be taken by a Director at the expiration of half an hour from the time appointed for holding the meeting or if before the expiration of half and hour from the time appointed for holding the meeting all the Directors decline to take the chair, the members present shall on a show of hand choose one of their own member to be the Chairman of the meeting.

- Chairman with consent to adjourn meeting. 57. The Chairman may with the consent of any meeting at which quorum is present and shall if so directed by the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at meeting from which the adjournment took place.

- Notice to be given where a meeting adjourned 58. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of original meeting save as aforesaid it shall not be necessary to give any notice of adjournment or the business to be transacted at adjourned meeting.



Registered vide members resolution dated 27.04.2012

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| 59. | In case of equity of votes, whether on a show of hands or on a poll, the Chairman of the meeting, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as member.                    | Casting vote of the Chairman                 |
| 60. | The Board shall cause minutes of all proceedings, of every general member and of all proceedings of every meeting of its Board of Directors or of every committee of the Board to be kept in accordance with Section 193 of the Act. | Minutes of General Meeting and Board Meeting |
| 61. | The books containing the minutes of all proceeding of general meeting of the Company shall be kept at the office of the Company and be open to the inspection of any members as prescribed by Section 196 of the Act.                | Inspection of Minute book of General Meeting |

### VOTES OF MEMBERS

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| 62. | Subject to the provisions of the Act and these Articles votes may be given either personally or by proxy or in the case of a body corporate also by representative duly authorized under Section 187 of the Act and Articles 64 hereof.  | Votes may be given by proxy.                              |
| 63. | Subject to the provisions of the Act (and particularly of Sections 87, 89 and 92 (2)) there of and of these Articles:  | Voting rights   |
|     | (1) Upon a show of hands every member holding equity shares and entitled to vote and present in person (including as attorney or representative of body corporate as mentioned in Article 64) shall have one vote.   |   |
|     | (2) Upon a poll the voting right of every member holding equity shares and entitled to vote and present in person (including a body corporate present as aforesaid) or by proxy shall be in proportion to his share in the paid-up equity capital of the Company.  |   |
|     | (3) The voting right of every member holding preference shares, if any shall upon a show of hands or upon a poll be subjected to the provisions, limitations and restrictions laid down in Section 87 of the Act.  |   |
| 64. | No member not personally present shall be entitled to vote on a show of hands unless such member is a body corporate present by attorney or by representative duly authorized under Section 187 of the Act in which case such attorney or representative may vote on show of hands as if he were member of the company.  | No voting by proxy on show of hands.                      |
| 65. | Subject to the provision of the Act, no member shall be entitled to voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him, have not been paid or in regard to which the Company has exercised any right or lien.  | Restriction on exercise of voting rights.                 |
| 66. | Any person entitled under the Transmission clause (Article 35 hereof) to transfer any shares, may vote at any general meeting in respect thereof as if he was the registered holders of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote he shall satisfy the Board of his right to transfer such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. | Votes in respect of shares of deceased insolvent members. |

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- Right of member to use his votes differently. 67. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy, or other person entitled to votes for him as the case may be need not if he votes, use all his votes or cast in the same way all the votes he uses.
- Instrument appointing a proxy to be deposited at the office. 68. The instruments appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office not less than forty- eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall be treated as invalid.
- Validity of votes given by proxy notwithstanding death etc. of member 69. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous insanity or lunacy or death of the principal or revocation of the proxy or any power of attorney, as the case may be, under which such proxy was signed, or the transfer of share in respect of which the vote is given provided that no intimation in writing of the insanity, lunacy, death, revocation or transfer shall have been received at the office before the meeting.
- Time for objection to vote 70. Subject to the provisions of the Act and these Articles no objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote, whether given, personally or by proxy or by any means hereby authorised and not disallowed at such meeting or poll shall be deemed valid for all purposes of meeting or poll whatsoever.
- Number of Directors. 71. Until otherwise determined by a General Meeting the number of Directors shall not be less than three and not more than twelve.
- First Directors. 72. The following are the first Directors of the Company:
1. SHRI SANJAY BADGAMIA
  2. SHRI ASHOK KUMAR KOTHARI
  3. SHRI VASANT SHAMJI PARIKH

Appointment of Alternate Directors.

\*73.

The Board of Directors may appoint an alternate Director to act for a Director (hereinafter in this clause the original Director) during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held provided that in case of a EMEL Nominee Director, EMEL shall have the right to nominate, and/or replace any other person as an alternate Director and the Board shall appoint such nominee(s) subject to applicable laws including eligibility requirements. An alternate Director so appointed shall vacate office if and when the original Director returns to the State in which the meetings of the Board are ordinarily held. If the term of the original Director is determined before he so returns to the State aforesaid, any provision for the automatic re-appointment of a retiring Director in default of another appointment shall apply to the original and not to the alternate Director.

Additional Directors

74.

The Board shall have power from time to time and at any time to appoint any person as an Additional Director to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only up to the next Annual General meeting of the Company and shall than be eligible for reappointment

\*72A.

Notwithstanding anything contained in any other Article, BUT subject to and not being inconsistent with extant regulations governing or applicable to the Company as a listed entity including the Companies Act, 1956 or any re-enactment thereof and/or the listing agreements,

(i)

so long as Essel Media & Entertainment Ltd ('EMEL') directly or through any of its Indian or Overseas Subsidiaries holds or continues to hold minimum of 30 (thirty) percent of the shareholding in the Paid-up Equity Share Capital of the Company entitled to voting rights in the Company, EMEL shall have the right to nominate, from time to time, and Board shall appoint such nominee(s) subject to applicable laws including eligibility requirements, such number of Director(s) on the Board of the Company which in the aggregate shall be equal to the aggregate number of Independent Directors in the Company (such Director(s) is/are collectively hereinafter referred to as 'EMEL Nominee Directors') and to remove such person(s) so appointed and to appoint any other person(s) in his place.

Out of the EMEL Nominee Directors, at least 2 (Two) shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the EMEL Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

Noted vide members resolution dated 27.04.2012

75. Subject to the provision of Section 284(6) and other applicable provisions if any of the Act, if the office of Director appointed by the Company in general meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may, in default of and subject to any regulation contained in these Articles be filled by the Board of Directors upto the date upto which the Director in whose place is appointed would have held office if it had not been vacated as aforesaid.

Casual Vacancy

76. A Director including any EMEL Nominee Director shall not be required to hold any shares in the capital of the Company as qualification shares."

Qualification of Directors.

77. a) Each Director may be paid out of the funds of the company by way of sitting fee such sum as the board may fix upto such amount as may be prescribed, from time to time under the applicable provision of Companies Act, 1956. The said sitting fees shall be payable per meeting of the Board or any Committee thereof attended by the Director/Member.

Sitting fee.

b) In addition to the sitting fee, Directors may be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any Committee thereof or General Meetings of the Company.

78. If Director, being willing shall be called upon to perform extra services or to make any special exertions for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a committee, then subject to the provision of the Act, the Directors may remunerate so doing either by a fixed percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

Directors Remuneration.

79. The office of a Director shall become vacant in accordance with the provisions of Section 283 of the Act.

When office of Director to be vacated.

80. Subject to the provisions of the Act, a Director may resign from his office at any time by notice in writing addressed to Company or to the Board of Directors.

Resignation

### PROCEEDING OF DIRECTORS MEETING

81. The Directors shall meet together at least once in every three months and at least four such meeting shall be held in every year.

Meeting of Directors

82. Quorum shall be one-third of their total number (any fraction in such one-third being rounded off as one) or two Directors, whichever is higher subject however to Section 287 of the Act.

Quorum

83. If meeting of the Board cannot be held for want of a quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at that time may fix. Notice of the adjournment of the meeting shall be given to all the Directors in the manner prescribed.

Adjournment of meeting for want of quorum.

84. The Director may from time to time elect one of their member to be the Chairman of the Board of Directors and determine the period for which he is to hold office.

Chairman



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Who to preside at the meeting of the Board.	85.	All meetings of the Directors shall be presided over, by the Chairman, if present, but if at any meeting of the Directors if the Chairman is not present at the time appointed for holding the same, the Director shall choose one of the Directors then present to preside at the meeting.	92.
Question at Board meeting how decided (casting vote)	86.	Question arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes; the Chairman of the meeting (whether the Chairman appointed by virtue of these Articles or the Director presiding at such meeting) shall have a second or casting vote.	93.
Directors may appoint committee	87.	Subject to the provision of section 292 and 293 of the Act, the Directors may delegate any of their powers to committees of any such members or members of their body as they deem fit. They may from time to time revoke and discharge any such committee either wholly or in part, and either as to persons or purposes, but every committee so formed shall, in the exercise of powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors. All acts done by any such committee in conformity with such regulations and in fulfillment of the purpose of their appointment but not otherwise, shall have the like force and effect as if done by the board. The board may from time to time fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the board in terms of these Articles, and may pay the same.	
Meeting of Committee how to be governed	88.	The meeting and proceedings of any such committee shall be governed by the provisions herein and/or in the Act contained for regulating the meeting and proceedings of Directors so far as the same are applicable thereto, and are not superseded by any regulation made by the Directors under the last preceding Article.	
Resolution by circulation	89.	Subject to the provisions of Section 289 of the Act, resolutions passed by circulation without a meeting of the Board or of a committee of the Board appointed under Article 87 shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a Committee duly called and held.	
Act of Director or Committee valid notwithstanding defect in appointment	90.	Subject to the provisions of the Act, and these Articles all acts done by any meeting of the Directors or a Committee of Directors or by any person acting as Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid or that they or any of them were or was disqualified be as valid as if every person has been duly appointed and was qualified to be Director.	94.

### POWER OF THE BOARD OF DIRECTORS

91. (i) Subject to the provision of the Act, the Board shall be entitled to exercise all such powers, and to do all acts in furtherance of its objects specified in the Memorandum of Association for which the Company is established except such powers as are required by the Act or the Memorandum or Articles of Association of the company to be exercised or done by the Company in general meeting. In exercising any such powers or doing any such acts or things, the board shall be subject to the provisions contained in that behalf in the Memorandum or Articles of the Company or in any regulations not inconsistent therewith and duly made there under, including regulation made by the Company in general meeting.
- (ii) No regulation made by the Company in general meeting shall invalidate any

- prior act of the board which would have been valid if that regulation had not been made.
92. Subject to the provisions of section 197 A and other applicable provisions of the Act the Company may appoint or re-appoint Whole-time Director and manager upon such terms and conditions as it thinks fit. Power to appoint Whole time Director and Manager
93. (a) Subject to Section 269 of the Act, the Board may from time to time appoint one of more or their body to be Managing Director or Managing Directors of the Company, and may, from time to time, remove him from office, and appoint another in his place but his appointment shall be subject to determination ipso facto if he ceases for any cause to be a Director of the Company. Managing Directors
- (b) The Board may from time to time entrust to and confer upon a Managing Director for the time being, such powers at such time as may be exercisable under these present by the Directors as it may think fit, and may confer such object and purpose and upon such terms and conditions, and with such restrictions, as it thinks expedient, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (c) The remuneration of a Managing Director shall be such as may from time to time fixed by the Board subject to the provisions of the Act.
- (d) The Managing Director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the retirement of Director or in fixing the number of Directors to retire, subject to the provisions of any contract between him and the Company. He shall however, be subjected to the same provisions as to resignation or removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director, if he ceases to hold the office of the Director for any cause.

#### THE SEAL

94. The Board shall provide a common seal for the purpose of the Company and shall have power from time to time destroy the same and substitute a new seal in lieu thereof, and the board shall provide for the safe custody of the seal for the time being, and the seal shall never be used except by or under the authority of the board or a committee of directors. The seal, its custody and use
95. Every deed or other instrument to which the seal of the Company is required to be affixed, shall be executed either by a Director or Company Secretary or any person authorized by the Board or Board Committee. Deeds how to be signed

#### DIVIDENDS

96. The Profits of the Company, subject to special right, if any relating thereto created or authorized to be created by the Memorandum or these Articles, and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of capital paid upon the share held by them respectively. Provided always that subject as aforesaid any capital paid up on a share during the period in respect of Division of Profit

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- which a dividend is declared shall unless the Board otherwise determine only entitle the holder of such share to an apportioned amount of such dividend as from date of payment.
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| Dividends in proportion to amount paid up  | 97.  | The Company may pay dividends in proportion to the amount paid up or credited as paid up on each share, where a large amount is paid up or credited as paid up on some shares than on others.   |
| Company in general meeting may declare a dividend  | 98.  | The Company in general meeting may declare a dividend to be paid to the members according to their right and interest in the profits and subject to the provision of the Act, may fix the time for payment. When a dividend has been so declared the warrant in respect thereof shall be posted within thirty days from the date of declaration to the shareholder entitled to the payment of the same.   |
| Dividend out of profit   | 99.  | Subject to the provisions of the Act and in particular Section 205 thereof, no dividend shall be payable except out of the profit of the year or any other undistributed profits of the Company and the declaration of the Directors as to the dividend amount of the net profits of the Company shall be conclusive.   |
| Interim dividend   | 100. | Subject to the provisions of the Act, the Directors may from time to time pay to the members on account of the next forthcoming year such interim dividends as in their judgment the position of the Company justifies.   |
| No member to receive dividend whilst indebted to company and company's right of reimbursement thereof. | 101. | No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any moneys may be due or owing from him to the Company in respect of such shares either alone or jointly with any other person or persons and the Directors may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.  |
| Unclaimed Dividend   | 102. | No unclaimed dividend shall be forfeited by the Board unless the claim there to becomes barred by law and the Company shall comply with all the provisions of Section 205-A of the Act in respect of unclaimed or unpaid dividend.  |
| Dividend how remitted  | 103. | Unless otherwise directed by any member any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in case of joint holders to the one of them first named in Register of Members in respect of the joint holding to such person and to such address as the member or joint holder may in writing direct. Every such cheque or warrant shall made payable to the order of the person to whom it is sent, the Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto, by the forged endorsement or for any dividend lost to the member or person entitled thereto, by the forged endorsement of the cheque or warrant or the fraudulent recovery thereof by any other means. |
| Dividend and call together   | 104. | Any general meeting declaring a dividend may make a call on the members for such amount as the meeting fixes, but so that the call made earlier on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend, and that the dividend may, if so arranged between the Company and the members, be set off against the calls.   |
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## CAPITALISATION

105. (1) Any General Meeting resolve that any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account or any moneys, investments or other assets forming part of the undivided profit (including profits or surplus money arising from the realization and where permitted by law, from the appreciation in value of any capital assets of the Company) standing to the credit of the general reserve, or any reserve fund or any other fund of the Company or in the hands of the Company and available for dividend may be capitalized. Any such amount (excepting the amount standing to the credit of the Share Premium Account and or the Capital Redemption Reserve Account) may be capitalized.
- (a) by the issue and distribution as fully paid shares, debenture stock, bonds or other obligations of the Company, or;
- (b) by crediting the shares of the Company which may have been issued and are not fully paid up, with the whole or any part of the sum remaining unpaid thereon.

Provided that Share Premium Account and Capital Redemption Reserve Account may be applied in accordance with the provision of the Act only.

(2) Subject to the provisions of the Act and these Articles, in case where some of the shares in the Company are fully paid and other are partly paid only, such capitalization may be effected by distribution of further shares in respect of the fully paid shares, and / or by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares, and the partly paid shares, the sum so applied in payment of such further shares and in the extinguishing or diminution of the liability on the partly paid shares be applied prorata in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.

## ACCOUNTS

106. The Company shall keep proper books of accounts as required by the Act and in particular under Section 209 thereof. Books of account to be kept
107. The Board of Directors shall lay before each Annual General Meeting a duly authenticated Balance Sheet and Profit and Loss Account along with its report made up in accordance with the provisions of the Act. Statement of account to be furnished to general meeting
108. (1) Save as provided by sub-clause (2) every Balance Sheet and every Profit and Loss Account of the Company shall be signed on behalf of the Board of Directors by not less than two director of the Company, one of whom shall be the Managing Director, if there is or are any and its secretary if any. Authentication of Balance Sheet & Profit & Loss A/c
- (2) The Balance Sheet and the Profit and Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to Auditors for their report thereon.

## ZEE ENTERTAINMENT ENTERPRISES LTD

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| Profit & Loss A/c be annexed to Balance Sheet & Auditor's Report | 109. | The Profit and Loss Account shall be annexed to the Balance Sheet and Auditor's Report (including the Auditor's separate, special or supplementary report if any), shall be attached thereto. | 11 |
| Accounts when audited & approved to be conclusive                | 110. | Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by a general meeting shall be conclusive.   |    |

### AUDIT

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| Accounts to be audited | 111. | Every Balance Sheet and Profit and Loss Account shall be audited by one or more auditors to be appointed in accordance with the provisions of the Act. |  |
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### DOCUMENTS AND SERVICES OF DOCUMENTS

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| Service of Documents                                | 112. | A document (which expression for this purpose shall be deemed to include and shall include any summon, notice, requisition, process, order, judgment or any other document in relation to or in the winding up of the Company) may be served or sent by the Company on or any member in the manner prescribed by Section 53 of the Act.                   |   |
| Members bound by documents sent to previous holders | 113. | Every person, who by operation of law, transfer or by other means whatsoever, shall become entitled to any share, shall be bound by every document, in respect of such shares which, previously to his name and address being entered on the register shall have been duly served on or sent to the person from whom he derives his title to such shares. | 1 |
| Service of notice by members                        | 114. | All notice to be given on the part of member shall be left at or sent by registered post or under certificate of posting to the registered office of the Company.   |   |
| How notice to be signed                             | 115. | Any notice to be given by the Company shall be signed by such director or secretary or officer as the board may appoint. The signature on any notice to be given by the Company may be written or printed or lithographed or be affixed by any mechanical means.  | 1 |

### AUTHENTICATION OF DOCUMENT

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|  | 116. | Save as otherwise expressly provided in the Act or these Articles a document or proceeding requiring authentication by the Company may be signed by a Director, or Secretary or an authorized officer of the Company and need not be under its Seal. |  |
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### WINDING UP

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| Distribution of Assets | 117. | If the company shall be wound up, and the assets available for distribution among the member as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up (other than the amount of calls paid in advance), at the commencement of the winding up, on the shares held by them respectively, and if in a winding up, the assets available for distribution among the member shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up or which ought to have been paid on the share by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and condition. | 1 |
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118. (1) If the Company shall be wound up, the Liquidator may with the sanction of special resolution of the Company and any other sanction required by the act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property and may determine how such division shall be carried out between the members or different classes of members.
- (3) The Liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributors as the Liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Distribution in  
specie and kind

#### SECRECY CLAUSE

119. No member shall be entitled to visit or inspect of Company's works without permission of the Board or Manager or Security or to require discovery of any information respecting any detail of the company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the Board it will be inexpedient in the interest of the members of the company to communicate to the public.

Secrecy Clause

#### INDEMNITY AND RESPONSIBILITY

120. (a) Subject to the provision of Section 201 of the Act, every Director, Manager, Secretary, and other officer or employee of the company shall be indemnified by the Company and it shall be duty of directors to pay out of funds of the company all cost, losses and expenses (including traveling expense) which any such director, manager, secretary or officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such director, manager, secretary or officer or employee or in any way in the discharge of his duties.
- (b) Subject as aforesaid every director, manager, secretary or other officer or employee of the company shall indemnified against any liability incurred by them in defending any proceeding whether civil or criminal in which judgement is given in their or his favor or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given to him by the court.
121. Subject to the provision of Section 201 of the Act, no director or other officer of the company shall be liable for the acts, receipts, neglect or default of any other directors or officer or for joining in any receipt or other act for the sake of conformity, or for any loss, expenses happening of the Company through insufficiency or deficiency of title

Director's and  
member's right  
of indemnity

Directors and  
other officers  
not responsible  
for acts of others

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to any property acquired by order of the directors for and on behalf of the company or for the insufficiency or deficiency of any security in or upon whom which any of the moneys of the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company, body corporate or corporation with whom any money securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment, or oversight on his part, or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through willful misconduct or neglect or dishonesty.

We, the several person whose names and address and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association

Names, Addresses, Description and Occupation of each Subscriber	Signature of subscriber	Signature of Witness with Description and Occupation
Shyamsunder S/o, Prabhudayal Sharma 1/12, Century Mills Building Worli, Mumbai 400 025. Service	Sd/-	Sd/- Mohantal Bhandari Son of Shri Ghewarchand Bhandari Sheel Chambers 10, Caswaji Patel St., Mumbai - 400 001 Chartered Accountants
Anand Aggarwal S/o, Shri Manoharlal Aggarwal 401, Mahesh Bldg., 5 <sup>th</sup> Road, Khar (W), Mumbai 400 052 Business	Sd/-	
Vasant Parekh S/o, Shamji Parekh 9, Swapna, P.M. Road, Vile Parle (E), Mumbai 400 057. Business	Sd/-	
Ramesh Samria S/o, Bhuralaji Samria, 10, Jogeshwar Niwas, 67/77, Dr. M.D. Welkar St., Chira Bazar, Mumbai 400 002. Service	Sd/-	
Sanjay Badgamia S/o, Jagdish Prasad Badgamia 19, Central Avenue, 102, Avanti, Santacruz (W), Mumbai 400 054. Business	Sd/-	
Mahavir Kumar Jain S/o, Radheshyam Jain, Aziz Mansion, L.J. Road, Mahim, Mumbai 400 018. Business	Sd/-	
Tarachand D. Chhajer S/o, Dalichand Chhajer 128, Bazar Road, Bandra, Mumbai 400 050. Business	Sd/-	

Mumbai dated 29th October, 1982