Annexure 13

December 21, 2016

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 505537
BSE Scrip Code: 717503 (Pref)

Dear Sirs,

Sub: Undertakings & Confirmations relating in connection with the Composite Scheme of Arrangement, between Zee Entertainment Enterprises Limited ('the Company'), Reliance Big Broadcasting Private Limited ('RBB'), Big Magic Limited ('Big Magic'), Azalia Broadcast Private Limited ('Azalia'), and their respective shareholders and creditors.

In accordance with Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), in connection with the aforesaid Composite Scheme of Arrangement, we hereby undertake and confirm that:

a) The proposed Composite Scheme of Arrangement to be presented to National Company Law Tribunal, Mumbai Bench, does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of SEBI Listing Regulations or the requirements of BSE Limited and National Stock Exchange of India Limited.

b) In the explanatory statement to be forwarded by the company to the Equity and Preference shareholder's u/s 232 of the Companies Act, 2013, it shall disclose:
   i) the pre and post-Scheme (expected) capital structure and shareholding pattern;
   ii) the "fairness opinion" obtained from a Merchant banker on valuation of assets / shares done by the valuer for the company and unlisted companies;
   iii) The Complaint report in the prescribed format; and
   iv) The observation letter as may be issued by the stock exchange(s)

c) The Composite Scheme of Arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 has been/ will be disseminated on Company's Website www.zeetelevision.com

d) The Company shall disclose the observation letter(s) of the stock exchange(s) on its website within 24 hours of receiving the same.

e) The Company shall obtain Equity and Preference shareholders' approval by way of resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in

Zee Entertainment Enterprises Limited Mumbai

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM
THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED
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☎ + 91 22 7106 1234 F + 91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

favor of the proposal is more than the number of votes cast by public shareholders against it – **Not applicable**.

f) The documents filed/to be filed by the Company with the Exchange are/ will be same/ similar/ identical in all respect, which have been or will be filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement. – **Not Applicable as the Scheme provides for issuance of specific number of unlisted Preference Shares of the Company to the Equity and Preference Shareholders of Transferor Companies, irrespective for number of equity / preference shares held in the unlisted Transferor Companies.**

For **Zee Entertainment Enterprises Limited**

Zee Entertainment Enterprises Limited Mumbai

M Lakshminarayanan
Chief Compliance Officer & Company Secretary

Mumbai, December 21, 2016