

September 15, 2021

Event Update

■ Change in Estimates | ☑ Target | ■ Reco

Change in Estimates

	Current		Prev	/ious
	FY22E	FY23E	FY22E	FY23E
Rating	В	UY	В	UY
Target Price	3	03	2	53
Sales (Rs. m)	81,908	90,365	81,908	90,365
% Chng.	-	-		
EBITDA (Rs. m)	18,511	23,405	18,511	23,405
% Chng.	-	-		
EPS (Rs.)	13.2	16.8	13.2	16.8
% Chng.	-	-		

Key Financials - Consolidated

Y/e Mar	FY21	FY22E	FY23E	FY24E
Sales (Rs. m)	77,299	81,908	90,365	98,806
EBITDA (Rs. m)	17,901	18,511	23,405	27,468
Margin (%)	23.2	22.6	25.9	27.8
PAT (Rs. m)	11,971	12,635	16,177	19,102
EPS (Rs.)	12.5	13.2	16.8	19.9
Gr. (%)	(30.0)	5.5	28.0	18.1
DPS (Rs.)	2.5	3.3	4.2	5.0
Yield (%)	1.0	1.3	1.6	1.9
RoE (%)	12.3	12.0	13.9	14.7
RoCE (%)	14.9	14.6	17.3	18.4
EV/Sales (x)	3.0	2.8	2.4	2.1
EV/EBITDA (x)	12.9	12.2	9.4	7.6
PE (x)	20.5	19.5	15.2	12.9
P/BV (x)	2.4	2.2	2.0	1.8

Key Data	ZEE.BO Z IN
52-W High / Low	Rs.301 / Rs.167
Sensex / Nifty	58,723 / 17,519
Market Cap	Rs.246bn/ \$ 3,345m
Shares Outstanding	961m
3M Avg. Daily Value	Rs.5350.52m

Shareholding Pattern (%)

Promoter's	3.99
Foreign	57.46
Domestic Institution	18.47
Public & Others	20.08
Promoter Pledge (Rs bn)	0.41

Stock Performance (%)

	1M	6M	12M
Absolute	39.6	20.0	17.7
Relative	31.8	3.0	(21.8)

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Zee Entertainment Enterprises (Z IN)

Rating: BUY | CMP: Rs256 | TP: Rs303

Boardroom re-jig and ZEE5 to drive re-rating

Quick Pointers:

- Invesco and OFI Global China Fund, largest shareholders holding ~18% in
 ZEFI, have called for an EGM to re-constitute the current board.
- ZEE5 is showing improving traction and can lead to re-rating over time.

In a case of shareholder activism, two large shareholders of ZEEL holding ~18% in equity have called for an EGM to reconstitute the current board. Specifically, three replacements are being sought including Mr Punit Goenka, current MD&CEO. Further, institutional investors have also suggested inducting six new names into the board. While the existing management had taken steps to improve corporate governance & disclosure practices, given that the promoter shareholding was just 4% odd, a rejig was expected. We believe, if a professional board takes over, decisions surrounding non-core investment in Sugar-Box (existing management was already going slow) and expansion of highly volatile and margin dilutive movie production business may be revisited. Though the core broadcasting business is still not out of the woods (network share was down 190bps QoQ to 17% in 1QFY22), board reconstitution and improvement in user engagement metrics of ZEE5 is likely to drive re-rating from here on. Consequently, we increase our target P/E multiple to 18x (earlier 15x) and arrive at a TP of Rs303 (earlier Rs253).

Shareholder activism to result in board re-jig: Invesco Developing Markets Fund (Invesco) and OFI Global China Fund LLC, two largest shareholders collectively holding ~18% in ZEEL have called for an EGM to re-constitute the current board. Specifically, the requisition has been put across for removal of Punit Goenka, (CEO & MD), Manish Chokhani and Ashok Kurien. Apparently, the latter two non-executive directors have already resigned. While existing board's transformational journey labelled as ZEEL 4.0 was a step in the right direction, diversification into non-core businesses like Sugar-Box fraught with evolution risk and plans to expand into the movie production business raised concerns. We believe a professional board may reconsider some of these decisions.

ZEE5's KPIs witnessing improvement: Over the last 5-6 months, ZEE5's KPIs have witnessed stark improvement. The most notable one is doubling of paid subscriber base which can be predominantly due to 1) fall in pack pricing (increases affordability) and 2) release of Radhe and Friends on ZEE5. Further, making subtle changes like reducing pre-rolls and video start time coupled with simplifying the registration process is expected to improve user engagement going ahead.

Re-rating likely post rejig: A professionally managed board coupled with improvement in user engagement metrics of ZEE5 can drive re-rating from here on. Consequently, we increase our target P/E multiple to 18x (earlier 15x) and arrive at a revised TP of Rs303 (earlier Rs253). Retain BUY.



Key highlights of board contours & ZEE5 metrics

Shareholder activism to result in board re-jig: Invesco Developing Markets Fund (Invesco) and OFI Global China Fund LLC, two largest shareholders collectively holding ~18% in ZEEL have called for an EGM to re-constitute the current board. Specifically, the requisition has been put across for removal of Mr Punit Goenka, (CEO & MD), Manish Chokhani and Ashok Kurien. Apparently, the latter two non-executive directors have already resigned. Further, these institutional investors have also sought for an appointment of six new members on the board.

Exhibit 1: Current board composition

Designation	Name	Comments
Chairman Emeritus	Subhash Chandra	
Chairman	R. Gopalan	
Independent Director	Adesh Kumar Gupta	
Independent Director	Alicia Yi	
Independent Director	Piyush Pandey	
Independent Director	Sasha Mirchandani	
Independent Director	Vivek Mehra	
Managing Director & CEO	Punit Goenka	
Non-Executive Director	Ashok Kurien	Resigned 13-Sep-21
Non-Executive Director	Manish Chokhani	Resigned 13-Sep-21

Source: Company, PL

Exhibit 2: Brief profile of the proposed new independent directors

Designation	Proposed Names	Brief Profile
Independent Director	Mr. Surendra Singh Sirohi	Mr. Surendra Singh Sirohi holds a Bachelor's degree in Electrical Engineering from IIT, Kanpur. Mr. Sirohi had been Member (Technology), Telecom Commission and ex-officio Secretary to the Government of India in Ministry of Communication & IT.
Independent Director	Ms. Naina Krishna Murthy	Ms. Naina Krishna Murthy holds a degree in Law, with a B.A. and LLB (Hons) from National Law School, Bangalore. Ms. Murthy is the Founder and Managing Partner of Krishnamurthy & Company and has experience in corporate commercial law, specifically in the areas of mergers and acquisitions, joint ventures, collaborations and PE/VC investments.
Independent Director	Mr. Rohan Dhamija	Mr. Rohan Dhamija holds a Bachelor's degree in Telecommunication Engineering from R.V. college of engineering, Bangalore and completed his MBA in Finance from Carnegie Mellon University. He currently leads Analysys Mason's consulting practice across all of the Middle East and India (South Asia). He has over 15 years' experience of advising corporations and investors in the TMT industry on strategic and operational issues.
Independent Director	Ms. Aruna Sharma	Aruna Sharma is an Ex-Indian Administrative Service officer of the 1982 batch from the Madhya Pradesh cadre. She retired as Secretary – Steel, Government of India in 2018. She has held important positions in Government of India and at the State (Madhya Pradesh) as Secretary to Government of India, Ministry of Electronics and Information Technology (MEITY), Additional Chief Secretary, Ministry of Rural Development and Panchayati Raj, Govt. of Madhya Pradesh, Commissioner and Secretary Public Health, Govt. of Madhya Pradesh. She holds a Master degree in Development Studies from the University of Bath, United Kingdom and a PhD in Development Economics from Delhi University.
Independent Director	Mr. Srinivasa Rao Addepalli	Srinivasa Rao Addepalli has 20 years of experience in areas of corporate strategy, mergers and acquisitions, business transformation and innovation. He was earlier chief strategy officer at Tata Communications and is the Founder and CEO of GlobalGyan Academy of Management Education, providing contextual, comprehensive and continuing learning programs to corporates and executives.
Independent Director	Mr. Gaurav Mehta	Gaurav Mehta is a partner at Raine, a firm that provides financial advice on mergers, acquisitions, financial restructurings. Prior to this, he was the head of India Investment Banking at UBS Investment Bank where he focused on the TMT sector and advised on large M&A and significant capital raising (equity and debt) transactions in the Indian media and communications and consumer internet sectors.

Source: Company, PL



Mr Punit Goenka has a reputation of running the business with strong focus on cost control and the new transformational journey labelled as ZEEL 4.0 initiated by him, with clear focus on strengthening corporate governance & disclosure levels was a step in the right direction. For instance, measures like 1) publishing BS on quarterly basis 2) disclosing revenue & EBITDA of ZEE5 and 3) providing breakdown of content inventory and advances brought in the much needed transparency.

However, diversification into non-core businesses like Sugar-Box fraught with evolution risk (although investment plans were curtailed later) and plans to expand into the movie production business (highly volatile and margin dilutive in nature) raised concerns. While Mr Punit Goenka's role post conclusion of EGM remains unclear as of now we believe ZEEL has strong senior management team in place to drive the business from here on.

Exhibit 3: Current senior management team of ZEEL

Designation	Name
President – Digital Businesses & Platforms	Amit Goenka
President – Human Resources & Transformation	Animesh Kumar
Chief Business Officer - Zee Music Company	Anurag Bedi
President – Technology & Data	Nitin Mittal
President – Content & International Markets	Punit Misra
President - Business, South Asia	Rahul Johri
President – Finance & Investor Relations	Rohit Gupta
Chief Business Officer - Zee Studios	Shariq Patel
COO – Zee Live	Swaroop Banerjee

Source: Company, PL

Broadcasting business not fully out of the woods: ZEEL's network share had dropped by 190bps to 17% in 1QFY22. However, we expect some improvement sequentially given 30+ new shows are in pipeline with primary focus on Hindi, Tamil and Marathi markets.

Nonetheless, margin stress will continue to prevail given ongoing investment drive in TV, digital and movies. If the new professional board reconsiders decisions surrounding planned investments in Sugar-Box and movie production, we expect margin risks to subside.

ZEE5's KPIs witnessing improvement: Over the last 5-6 months, ZEE5's KPIs have witnessed stark improvement. The most notable one is doubling of paid subscriber base which can be predominantly due to 1) fall in pack pricing (increases affordability) and 2) release of Radhe and Friends on ZEE5.



Exhibit 4: Evolution of Key KPIs of ZEE5 over the last 5-6 months

KPI Head	5-6 months back	Current	Comments
Paid subscriber base	"X"	"2X"	Actual figures are not available but it indicates that paid subscriber base has doubled
App Users	~14mn	~35mn	
Frequency of monthly users in visiting the platform	~7 times	~12 times	
Watch time	22-23 mins	~40 mins	
Platform centric changes	4 steps (forms to fill) before one can watch the first video after downloading the app	Video can be seen immediately after landing on the app	Reduces dropout rate as filling forms is cumbersome
Video start time	10-12 seconds	2-5 seconds	Reduces dropout rate caused due to waiting
Pre-rolls before the video starts	2	1	Reducing the number of ads played before a video starts increases user engagement
Tech centric changes	Dependent on 3rd parties	Building own tech center in Bangalore	Reduces outside dependence
Annual pack subscribers	NA	~75-80%	Ensures consumer stickiness
Pack pricing	Rs999	Rs499	Increases affordability

Source: Media Articles, PL

As seen in the above table, while annual pack pricing has been reduced we believe testing a lower price point can help get more subscribers as affordability is a key factor in tier 2/3 markets (content is more semi-urban centric). Further, making subtle changes like reducing pre-rolls and video start time coupled with simplifying the registration process is expected to improve user engagement going ahead. We thus believe that ZEE5 is on right track to emerge as future growth engine in changing content consumption landscape.

In FY21, the operating cost of ZEE5 was Rs10.9bn with a top-line of Rs4.1bn. The platform is expected to break-even by FY24E. Given strong focus on content creation (75-80 originals/movies are released annually) we expect gradual improvement in financial metrics going ahead.

Exhibit 5: ZEE5's key operational & financial statistics

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Particulars	1QFY21	2QFY21	3QFY21	4QFY21	1QFY22
Global MAU	39.7mn (in June-20)	54.7mn (in Sep-20)	65.9mn (in Dec-20)	72.6mn (in March-21)	80.2mn (in June-21)
Global DAU	4.0mn (in June-20)	5.2mn (in Sep-20)	5.4mn (in Dec-20)	6.1mn (in March-21)	7.1mn (in June-21)
Average watch time (per viewer/per month)	112 minutes (in June-20)	152 minutes (in Sep-20)	133 minutes (in Dec-20)	156 minutes (in 4QFY21)	190 minutes
Revenue	Rs949mn	Rs989mn	Rs1,178mn	Rs1,075mn	Rs1,117mn
EBITDA	Rs(1,451mn)	Rs(1,894mn)	Rs(1,757mn)	Rs (1,625)mn	Rs(2,033mn)
Number of originals/movies released	18	25	20	14	11

Source: Company, PL

September 15, 2021



Re-rating is on the cards: Over the last 10 years, ZEEL has traded at an average one year forward P/E multiple of 26x. Significant re-rating happened over FY17-19 buoyed by adjusted earnings CAGR of 13.8% over the same period. However, since FY19 the stock has de-rated (since Sep-19 the stock has been trading significantly below the 10-year average) amid emerging governance issues and elevated debt levels of promoter group (led to liquidation of pledged shares).

Nonetheless, a professionally managed board coupled with improvement in user engagement metrics of ZEE5 can drive re-rating from here on. Consequently, we increase our target P/E multiple to 18x (earlier 15x; ~31% discount to past 10-year average of 26x leaving further cushion for expansion) and arrive at a revised TP of Rs303 (earlier Rs253). Retain BUY.

45.0 40.0 35.0 30.0 25.9

24.9

9.9

Dec-11

May-12

Oct-12

Oct-13

Aug-13

Jan-14

Nov-14

Nov-14

Nov-17

Apr-16

Jul-19

Sep-18

Sep-17

Apr-18

Apr-18

Sep-19

Jul-19

Oct-20

Exhibit 6: One year forward Price / Earnings

Source: Company, PL

25.0 20.0

15.0

10.0 5.0 0.0



Financials

Income	Statement ((Rsm)

Y/e Mar	FY21	FY22E	FY23E	FY24E
Net Revenues	77,299	81,908	90,365	98,806
YoY gr. (%)	(4.9)	6.0	10.3	9.3
Cost of Goods Sold	37,505	39,725	42,020	44,957
Gross Profit	39,795	42,182	48,345	53,849
Margin (%)	51.5	51.5	53.5	54.5
Employee Cost	8,183	8,764	9,217	9,584
Other Expenses	7,544	8,191	8,585	9,090
EBITDA	17,901	18,511	23,405	27,468
YoY gr. (%)	9.5	3.4	26.4	17.4
Margin (%)	23.2	22.6	25.9	27.8
Depreciation and Amortization	2,649	2,785	3,163	3,557
EBIT	15,252	15,726	20,242	23,911
Margin (%)	19.7	19.2	22.4	24.2
Net Interest	571	287	154	148
Other Income	(858)	1,377	1,627	1,877
Profit Before Tax	12,557	16,780	21,715	25,640
Margin (%)	16.2	20.5	24.0	26.0
Total Tax	4,625	4,279	5,537	6,538
Effective tax rate (%)	36.8	25.5	25.5	25.5
Profit after tax	7,931	12,501	16,177	19,102
Minority interest	(70)	-	-	-
Share Profit from Associate	(1)	0	-	-
Adjusted PAT	11,971	12,635	16,177	19,102
YoY gr. (%)	(30.0)	5.5	28.0	18.1
Margin (%)	15.5	15.4	17.9	19.3
Extra Ord. Income / (Exp)	-	-	-	-
Reported PAT	8,001	12,501	16,177	19,102
YoY gr. (%)	52.0	56.3	29.4	18.1
Margin (%)	10.4	15.3	17.9	19.3
Other Comprehensive Income	(210)	156	-	-
Total Comprehensive Income	7,791	12,657	16,177	19,102
Equity Shares O/s (m)	961	961	961	961
EPS (Rs)	12.5	13.2	16.8	19.9

Source: Company Data, PL Research

Balance Sheet Abstract (Rs m)					
Y/e Mar	FY21	FY22E	FY23E	FY24E	
Non-Current Assets					
Gross Block	19,969	22,721	25,759	29,379	
Tangibles	14,157	15,959	17,947	20,417	
Intangibles	5,812	6,762	7,812	8,962	
Acc: Dep / Amortization	12,381	15,166	18,329	21,886	
Tangibles	8,348	10,158	12,214	14,526	
Intangibles	4,033	5,008	6,115	7,360	
Net fixed assets	8,108	8,075	7,950	8,013	
Tangibles	6,329	6,321	6,253	6,411	
Intangibles	1,779	1,754	1,697	1,602	
Capital Work In Progress	755	755	755	755	
Goodwill	3,804	3,804	3,804	3,804	
Non-Current Investments	663	807	858	909	
Net Deferred tax assets	3,151	3,859	5,212	6,154	
Other Non-Current Assets	4,457	5,194	6,315	6,904	
Current Assets					
Investments	7,667	7,667	7,667	7,667	
Inventories	54,030	53,857	53,229	54,140	
Trade receivables	19,452	19,074	21,044	23,010	
Cash & Bank Balance	10,907	12,282	19,147	29,203	
Other Current Assets	11,035	12,696	14,458	15,809	
Total Assets	1,28,187	1,32,498	1,45,247	1,61,555	
Equity					
Equity Share Capital	961	961	961	961	
Other Equity	99,985	1,09,516	1,21,649	1,35,976	
Total Networth	1,00,945	1,10,477	1,22,610	1,36,936	
Non-Current Liabilities					
Long Term borrowings	195	195	195	195	
Provisions	1,546	1,638	1,717	1,680	
Other non current liabilities	-	-	-	-	
Current Liabilities					
ST Debt / Current of LT Debt	3,832	-	-	-	
Trade payables	13,982	14,138	14,359	15,701	
Other current liabilities	7,558	5,921	6,237	6,914	
Total Equity & Liabilities	1,28,187	1,32,498	1,45,247	1,61,555	

Source: Company Data, PL Research



Cash Flow (Rs m)				
Y/e Mar	FY21	FY22E	FY23E	FY24E
PBT	12,556	16,780	21,715	25,640
Add. Depreciation	2,649	2,785	3,163	3,557
Add. Interest	104	287	154	148
Less Financial Other Income	(858)	1,377	1,627	1,877
Add. Other	4,370	(4,495)	(3,842)	(2,242)
Op. profit before WC changes	19,679	15,356	21,189	27,104
Net Changes-WC	809	706	(1,119)	(1,536)
Direct tax	(5,011)	(4,279)	(5,537)	(6,538)
Net cash from Op. activities	15,477	11,784	14,533	19,030
Capital expenditures	(1,740)	(2,752)	(3,038)	(3,620)
Interest / Dividend Income	443	-	-	-
Others	(3,765)	(412)	(431)	(430)
Net Cash from Invt. activities	(5,062)	(3,164)	(3,469)	(4,051)
Issue of share cap. / premium	-	-	-	-
Debt changes	(4,023)	(3,832)	-	-
Dividend paid	(290)	(3,125)	(4,044)	(4,775)
Interest paid	(43)	(287)	(154)	(148)
Others	(1,052)	-	-	-
Net cash from Fin. activities	(5,408)	(7,244)	(4,198)	(4,924)
Net change in cash	5,006	1,375	6,865	10,055
Free Cash Flow	13,417	9,032	11,495	15,410

Source: Company Data, PL Research

Quarterly Financials (Rs m)

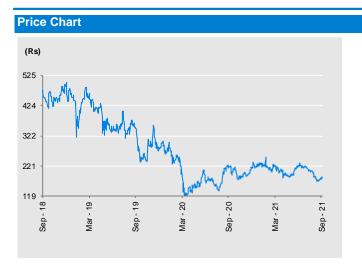
Y/e Mar	Q2FY21	Q3FY21	Q4FY21	Q1FY22
Net Revenue	17,227	27,294	19,658	17,750
YoY gr. (%)	(18.8)	33.2	0.8	35.3
Raw Material Expenses	8,342	14,142	8,443	8,664
Gross Profit	8,885	13,151	11,216	9,086
Margin (%)	51.6	48.2	57.1	51.2
EBITDA	3,137	7,157	5,408	3,440
YoY gr. (%)	(54.7)	26.5	(290.5)	56.4
Margin (%)	18.2	26.2	27.5	19.4
Depreciation / Depletion	651	652	627	590
EBIT	2,485	6,505	4,781	2,850
Margin (%)	14.4	23.8	24.3	16.1
Net Interest	13	21	491	19
Other Income	172	(563)	393	238
Profit before Tax	1,673	5,920	4,388	3,032
Margin (%)	9.7	21.7	22.3	17.1
Total Tax	740	1,937	1,664	945
Effective tax rate (%)	44.2	32.7	37.9	31.2
Profit after Tax	933	3,983	2,723	2,088
Minority interest	(7)	(19)	(34)	(50)
Share Profit from Associates	1	(3)	1	-
Adjusted PAT	2,924	4,819	2,812	2,222
YoY gr. (%)	(50.6)	13.0	22.4	56.9
Margin (%)	17.0	17.7	14.3	12.5
Extra Ord. Income / (Exp)	-	-	-	-
Reported PAT	941	3,999	2,757	2,137
YoY gr. (%)	(77.2)	14.4	(136.0)	603.8
Margin (%)	5.5	14.7	14.0	12.0
Other Comprehensive Income	(278)	(63)	24	156
Total Comprehensive Income	662	3,936	2,782	2,294
Avg. Shares O/s (m)	961	961	961	961
EPS (Rs)	1.0	4.1	2.9	2.2

Source: Company Data, PL Research

Key Financial Metrics				
Y/e Mar	FY21	FY22E	FY23E	FY24E
Per Share(Rs)				
EPS	12.5	13.2	16.8	19.9
CEPS	15.2	16.1	20.1	23.6
BVPS	105.1	115.0	127.6	142.6
FCF	14.0	9.4	12.0	16.0
DPS	2.5	3.3	4.2	5.0
Return Ratio(%)				
RoCE	14.9	14.6	17.3	18.4
ROIC	11.5	13.3	16.8	19.1
RoE	12.3	12.0	13.9	14.7
Balance Sheet				
Net Debt : Equity (x)	(0.1)	(0.2)	(0.2)	(0.3)
Net Working Capital (Days)	281	262	242	227
Valuation(x)				
PER	20.5	19.5	15.2	12.9
P/B	2.4	2.2	2.0	1.8
P/CEPS	16.8	15.9	12.7	10.8
EV/EBITDA	12.9	12.2	9.4	7.6
EV/Sales	3.0	2.8	2.4	2.1
Dividend Yield (%)	1.0	1.3	1.6	1.9

Source: Company Data, PL Research





Recommendation History						
No.	Date	Rating	TP (Rs.) Share F	Price (Rs.)		
1	07-Aug-21	BUY	253	197		
2	07-Jul-21	BUY	278	219		
3	21-May-21	BUY	278	192		
4	07-Apr-21	BUY	296	201		
5	05-Feb-21	BUY	296	249		
6	11-Jan-21	BUY	290	231		
7	05-Jan-21	BUY	290	219		

Analyst Coverage Universe

Sr. No.	Company Name	Rating	TP (Rs)	Share Price (Rs)
1	Dish TV India	NR	-	74
2	Entertainment Network (India)	Hold	214	199
3	Indian Railway Catering and Tourism Corporation	Hold	2,654	2,661
4	Inox Leisure	BUY	380	316
5	Music Broadcast	Hold	24	25
6	Navneet Education	Accumulate	111	102
7	Nazara Technologies	BUY	2,342	1,794
8	PVR	BUY	1,625	1,400
9	S Chand and Company	BUY	147	121
10	V.I.P. Industries	BUY	457	386
11	Zee Entertainment Enterprises	BUY	253	197

PL's Recommendation Nomenclature (Absolute Performance)

 Buy
 : > 15%

 Accumulate
 : 5% to 15%

 Hold
 : +5% to -5%

 Reduce
 : -5% to -15%

 Sell
 : < -15%</td>

Not Rated (NR) : No specific call on the stock
Under Review (UR) : Rating likely to change shortly



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