

# CS Satish K. Shah

B.A., LLB, FCS.

**Company Secretary**

(FCS1313; CP-3142; Trade Marks Agent Code No. 1503)

July 15, 2014

The Board of Directors  
Zee Entertainment Enterprises Limited  
Continental Building,  
135, Dr. Annie Besant Road,  
Worli, Mumbai 400 018

Dear Sirs,

## **Re: SCRUTINISERS' REPORT**

Report on E-voting conducted by Zee Entertainment Enterprises Limited ('the Company'), in relation to all resolutions proposed at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of the Company scheduled on 18<sup>th</sup> July 2014

- The Company has provided E-voting facility to the Equity Shareholders, in terms of Clause 35B of the Listing Agreement with Stock Exchanges and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, relating to all businesses proposed at the 32<sup>nd</sup> Annual General Meeting. The undersigned was appointed as Scrutiniser by the Company on June 6, 2014, to conduct the E-voting in a fair and transparent manner and to scrutinize votes cast by the Equity Shareholders and submit a report thereon to the Board of Directors.
- The Company had availed E-voting platform/facility provided by Central Depository Services (India) Limited ('CDSL'). The E-voting, to be exercised by the Equity Shareholders of the Company as at June 20, 2014, commenced on Saturday, July 12, 2014 at 9.00 a.m. and concluded on Monday, July 14, 2014 at 6.00 p.m.

Pursuant to Rule 20(xi) of Companies (Management & Administration) Rules, 2014, I unblocked the E-voting on CDSL platform, in the presence of Mrs. Prabha Shah and Ms. Aishni Parab, both residing at Lok Everest, Jatashankar Dosa Road, Mulund, (West), Mumbai 400 080. These witnesses are not in the employment with the Company.

Based on the report and details downloaded from CDSL website, after conclusion of voting period, I hereby report that 255 Equity Shareholders casted their Votes electronically, on each of the 10 agenda items as per details mentioned herein:



B-2/201, LOK EVEREST, Jatashankar Dosa Road, Mulund (W), Mumbai - 400 080.  
Telefax : 25689808 / Cell : 7738036028 / E-mail:satshah@gmail.com

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**Item No. 1 – Ordinary Resolution - Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2014**

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
250	746787219	99.96%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	306411	0.04%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
2	0	0
<b>Total</b>	<b>747093630</b>	<b>100.00%</b>

**Item No. 2 – Ordinary Resolution - Confirmation of payment of pro-rata dividend on Preference Shares for financial year ended March 31, 2014**

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
253	751126446	100.00%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
2	32	0.00%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
<b>Total</b>	<b>751126478</b>	<b>100.00%</b>

**Item No. 3 – Ordinary Resolution - Declaration of Equity Dividend for Financial year ended on March 31, 2014**

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
253	751126446	100.00%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	20	0.00%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
1	0	0
<b>Total</b>	<b>751126466</b>	<b>100.00%</b>



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**Item No. 4 – Ordinary Resolution - Re-appointment of Dr Subhash Chandra as Director of the Company**

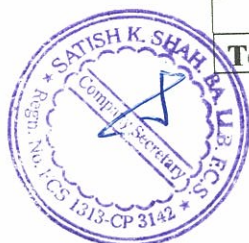
<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
227	733000534	97.59%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
28	18125944	2.41%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
<b>Total</b>	<b>751126478</b>	<b>100.00%</b>

**Item No. 5 – Ordinary Resolution - Re-appointment of Statutory Auditors**

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
245	746021990	99.32%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
10	5104488	0.68%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
<b>Total</b>	<b>751126478</b>	<b>100.00%</b>

**Item No. 6 – Ordinary Resolution - Appointment of Prof Sunil Sharma as Independent Director**

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
252	750488718	99.92%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	637760	0.08%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
<b>Total</b>	<b>751126478</b>	<b>100.00%</b>



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## Item No. 7 – Ordinary Resolution - Appointment of Prof Neharika Vohra as Independent Director

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
252	750488718	99.92%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
3	637760	0.08%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
<b>Total</b>	<b>751126478</b>	<b>100.00%</b>

## Item No. 8 – Ordinary Resolution - Appointment of Subodh Kumar as Director

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
248	747023615	99.45%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
7	4102863	0.55%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
0	0	0
<b>Total</b>	<b>751126478</b>	<b>100.00%</b>

## Item No. 9 – Ordinary Resolution - Appointment of Subodh Kumar as Executive Vice Chairman

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
245	750147377	99.91%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
4	702901	0.09%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
6	0	0
<b>Total</b>	<b>750850278</b>	<b>100.00%</b>



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**Item No. 10 – Ordinary Resolution - Appointment of Lord Gulam Noon as Independent Director**

<b>Voted in Favor of Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
220	736407702	98.04%
<b>Voted Against the Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
35	14718776	1.96%
<b>Abstained from Voting on Resolution</b>		
Number of Members voted	Number of Votes cast	% of Total Votes Cast
6	0	0
<b>Total</b>	<b>751126478</b>	<b>100.00%</b>

The relevant records relating to electronic voting shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the minutes of the 32<sup>nd</sup> Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.



Satish K. Shah  
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Mulund, (West)  
Mumbai – 400 080

