

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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Unique Code – P1996WB042300

To,
Mr. R Gopalan,
Chairman,
Zee Entertainment Enterprises Limited,
18th floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai - 400 013
India

Sub: Consolidated Scrutinizer’s Report on remote e-voting conducted pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 38th Annual General Meeting (the “AGM”) of the Equity shareholders of Zee Entertainment Enterprises Limited (the “Company”) held on Friday, the 18th day of September, 2020 at 3:30 pm through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)

Dear Sir,

1. I, Vinita Nair, Senior Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, (Membership No FCS 10559/ C.P. No 11902) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated August 17, 2020 for the purpose of scrutinizing the remoter e-voting and voting through electronic system during the AGM as per the provisions of Section 108 of Companies Act, 2013 (**‘the Act’**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**‘MGT Rules’**) read with amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) on the businesses contained in Notice of the 38th AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 38th AGM, the Company availed services of National Securities Depository Limited (**‘NSDL’**) and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs (**‘MCA’**) relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the 38th AGM. My responsibility as a Scrutinizer is restricted in making a consolidated Scrutinizer’s Report of the votes cast “IN FAVOUR” or “AGAINST” the business set out in the Notice of AGM, based on the reports generated from the e-voting system of NSDL, the authorized agency engaged by the Company.

4. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the “cut-off date” of Friday, September 11, 2020 commenced on Tuesday September 15, 2020 at 9:00 am and ended on Thursday September 17, 2020 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.
5. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 11, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM. The NSDL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.
6. The votes cast under remote e-voting facility were unblocked. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
7. I now submit the Consolidated Report as under:

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company prepared on a standalone and consolidated basis, for the financial year ended March 31, 2020 including the Balance Sheet as at March 31, 2020, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
877	68,19,88,524	99.2911

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	48,69,346	0.7089

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 2: Ordinary Resolution

To confirm Dividend paid on the Preference Shares by the Company during, and for, the financial year ended March 31, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
898	75,67,14,480	99.9997

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	2,056	0.0003

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 3: Ordinary Resolution**To declare Dividend of INR 0.30 per Equity Share for the financial year ended March 31, 2020.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
910	75,67,14,706	99.9998

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	1260	0.0002

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 4: Ordinary Resolution**To appoint a Director in place of Mr. Ashok Kurien (DIN 00034035), who retires by rotation and, being eligible, offers himself for re-appointment.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
785	68,77,51,365	92.1546

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
121	5,85,50,704	7.8454

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 5: Ordinary Resolution**Ratification of Cost Auditors' Remuneration**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
897	75,46,41,329	99.9997

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	2399	0.0003

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 6: Ordinary Resolution**Appointment of Mr. R Gopalan (DIN 01624555) as an Independent Director of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
867	74,32,41,782	98.2245

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
57	1,34,34,986	1.7755

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 7: Ordinary Resolution**Appointment of Mr. Piyush Pandey (DIN 00114673) as an Independent Director of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
884	74,49,62,522	98.4519

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
41	1,17,14,374	1.5481

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 8: Ordinary Resolution**Appointment of Ms. Alicia Yi (DIN 08734283) as an Independent Director of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
883	75,66,72,744	99.9995

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
38	3,638	0.0005

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 9: Ordinary Resolution**Re-appointment of Mr. Punit Goenka (DIN 00031263) as Managing Director & Chief Executive Officer of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
848	72,28,73,785	96.5646

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	2,57,17,303	3.4354

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 10: Special Resolution**Payment of Commission to Non-Executive Directors of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
841	71,37,20,463	94.3230

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
84	4,29,56,628	5.6770

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

8. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on September 18, 2020.

**For M/s Vinod Kothari & Company
Practicing Company Secretaries**



**Ms. Vinita Nair
Senior Partner**

FCS: 10559;

COP: 11902

UDIN: F010559B000734205

Date: September 18, 2020

Place: Mumbai

Countersigned

Mr. Ashish Agarwal

Company Secretary

Zee Entertainment Enterprises Ltd