

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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To,
Mr. R Gopalan,
Chairman,
Zee Entertainment Enterprises Limited,
18th Floor - A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai 400013,
India.

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting carried out, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 40th Annual General Meeting (the "AGM") of the Equity shareholders of Zee Entertainment Enterprises Limited (the "Company") held on Friday, the 30th day of September, 2022 at 04:30 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 12, 2022 for the purpose of scrutinizing the remote e-voting and voting through electronic system during the AGM as per the provisions of Section 108 of the 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 40th 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 40th AGM, the Company availed services of National Security 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 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 40th 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 23, 2022 commenced on Monday, September 26, 2022 at 09:00 a.m. ('IST') and ended on Thursday, September 29, 2022 at 05:00 p.m. and the NSDL e-voting platform was blocked thereafter.

5. The Company had also provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 23, 2022 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. Pursuant to Rule 20(4)(xii) of the MGT Rules, I unblocked the voting on NSDL website on September 30, 2022 in the presence of two witnesses, viz., Ms. Aisha Begum Ansari and Mr. Kaushal Shah, being Manager and Executive of Vinod Kothari & Company, Practising Company Secretaries respectively. These witnesses are not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
7. For those Members whose email IDs were not available, a Public Notice with regard to the Company's AGM Notice was published on August 30, 2022 in Business Standard in English language, and Navshakti in Marathi language, with respect to information regarding the AGM, notice of dividend and record date.
8. I, now submit my Scrutinizer Report on the results of the voting through the e-voting process in respect of:

Sr. No.	Type	Description of Resolution
ORDINARY BUSINESS:		
1.	As an Ordinary Resolution	To receive, consider and adopt the audited financial statements of the Company on standalone and consolidated basis for the financial year ended 31 st March 2022, together with the reports of Board of Directors and Auditors thereon.
2.	As an Ordinary Resolution	To confirm dividend paid on the preference shares by the Company during the financial year ended 31 st March, 2022.
3.	As an Ordinary Resolution	To declare dividend of ₹ 3/- per equity share for the financial year ended 31 st March, 2022.
4.	As an Ordinary Resolution	To appoint a Director in place of Mr. Punit Goenka, Managing Director (DIN: 00031263), who retires by rotation and being eligible, offers himself for re-appointment.
5.	As an Ordinary Resolution	To appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants as Statutory Auditors.
SPECIAL BUSINESS:		
6.	As an Ordinary Resolution	Ratification of Cost Auditors' Remuneration
7.	As an Ordinary Resolution	Appointment of Mr. Adesh Kumār Gupta (DIN: 00020403) as a Director of the Company
8.	As a Special Resolution	Re-appointment of Mr. R. Gopalan (DIN: 01624555) as an Independent Director of the Company

ORDINARY BUSINESS:**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the audited financial statements of the Company on standalone and consolidated basis for the financial year ended 31st March 2022, together with the reports of Board of Directors and Auditors 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
1,396	57,99,95,502	90.25%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	6,26,71,011	9.75%

(iii) Invalid votes:

Number of members voted	Number of votes declared invalid
0	0

Resolution 2: Ordinary Resolution

To confirm dividend paid on the preference shares by the Company during the financial year ended 31st March, 2022.

(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
1,449	77,07,59,589	99.98%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
48	1,34,704	0.02%

(iii) Invalid votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 3: Ordinary Resolution

To declare dividend of ₹ 3/- per equity share for the financial year ended 31st March, 2022.

(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
1,472	77,08,72,139	99.98%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
27	1,27,977	0.02%

(iii) Invalid votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 4: Ordinary Resolution

To appoint a Director in place of Mr. Punit Goenka, Managing Director (DIN: 00031263), 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
1,348	62,90,72,996	94.82%

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
133	3,43,45,138	5.18%

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 5: Ordinary Resolution

To appoint M/s. Walker Chandiook & Co LLP, Chartered Accountants as Statutory Auditors.

(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
1,399	60,92,27,354	91.83%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
85	5,41,88,537	8.17%

(iii) Invalid votes:

Number of members voted	Number of votes declared invalid
-	-

SPECIAL BUSINESS:**Resolution 6: 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
1,390	61,25,14,044	92%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	5,32,70,244	8%

(iii) Invalid votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 7: Ordinary Resolution**Appointment of Mr. Adesh Kumar Gupta (DIN: 00020403) as a 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
1,241	39,03,75,609	64.68%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
227	21,31,51,516	35.32%

(iii) Invalid votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 8: Special Resolution**Re-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
1,377	63,85,87,574	99.20%

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
106	51,81,000	0.80%

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

9. Figures have been taken upto two decimal places.
10. In view of the above scrutiny, I hereby certify that all the above Resolutions have been passed with requisite majority on September 30, 2022.
11. The electronic data and all other relevant records relating to voting by electronic means are under my safe custody and will be handed over after the Chairperson considers, approves and signs the minutes of the AGM, to Mr. Ashish Agarwal, Company Secretary, for safe keeping.

For M/s Vinod Kothari & Company
Practicing Company Secretaries
Firm Registration No.: P1996WB042300

VINITA
 VENUGOPAL
 NAIR

Digitally signed by
 VINITA VENUGOPAL NAIR
 Date: 2022.09.30 19:50:01
 +05'30'

Ms. Vinita Nair
Senior Partner

FCS: 10559

COP: 11902

UDIN: F010559D001104291

Date: September 30, 2022

Place: Mumbai

Countersigned


Ashish Agarwal
Company Secretary
Zee Entertainment Enterprises Limited