



Extraordinary Together

## COMPLIANCE REPORT

It is hereby certified that the draft scheme of arrangement between (i) Zee Entertainment Enterprises Limited (“Transferor Company 1”) and its shareholders and creditors, (ii) Bangla Entertainment Private Limited (“Transferor Company 2”) and its shareholders and creditors, and (iii) Sony Pictures Networks India Private Limited (“Transferee Company”) and its shareholders and creditors (“Scheme”) under Section 230-232 and other applicable provisions of the Companies Act, 2013, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (“SEBI Circular”), including the following:

Sr No.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
<b>Requirements of this circular</b>		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

**For Zee Entertainment Enterprises Limited**

**Punit Goenka**  
Managing Director & CEO

**Ashish Agarwal**  
Chief Compliance Officer and Company Secretary

Date: January 11, 2022

Zee Entertainment Enterprises Limited

Regd. Office : 18th Floor, A-Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013, India  
P. +91 22 7106 1234 | F. +91 22 2300 2107 | CIN : L92132MH1982PLC028767 | www.zee.com



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Certified that the transactions/accounting treatment provided in the scheme of arrangement involving (i) Zee Entertainment Enterprises Limited (“Transferor Company 1”) and its shareholders and creditors, (ii) Bangla Entertainment Private Limited (“Transferor Company 2”) and (iii) Sony Pictures Networks India Private Limited (“Transferee Company”) and its shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity

**For Zee Entertainment Enterprises Limited**

**Punit Goenka**  
**Managing Director & CEO**

**Rohit Kumar Gupta**  
**Chief Financial Officer**

Date: January 11, 2022

**Zee Entertainment Enterprises Limited**

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