



Extraordinary Together

September 30, 2022

The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001

**BSE Scrip Code Equity: 505537**

The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

**NSE Symbol: ZEEL EQ**

Dear Sirs,

**Sub: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

This is to inform you that the 40<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held today i.e. Friday, September 30, 2022 at 4:30 p.m. through video conferencing/other audio visual means in accordance with the relevant circular(s) issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India and business(es) mentioned in the Notice dated August 12, 2022, convening the AGM were transacted thereat.

In this regard, please find enclosed the following:

1. Summary of AGM proceedings pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations as Annexure 1;
2. Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations as Annexure 2; and
3. Consolidated Report of the Scrutinizer dated September 30, 2022, on remote e-voting and electronic voting at the AGM as Annexure 3.

The above results will also be available on the website of the Company (i.e. [www.zee.com](http://www.zee.com)) and on the website of National Securities Depository Limited (i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

The above is for your information and record.

Thanking you,

Yours faithfully,

**For Zee Entertainment Enterprises Limited**

Ashish Agarwal  
Company Secretary  
FCS6669

Encl: As above

Zee Entertainment Enterprises Limited

Regd. Office : 18th Floor, A-Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013, India  
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Annexure 1

**SUMMARY OF PROCEEDINGS OF THE  
40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

The 40<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held on Friday, September 30, 2022, through Video Conferencing/Other Audio Visual Means in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time in this regard. The meeting commenced at 4:30 p.m. IST and concluded at 6.02 p.m. IST (including the time allowed for e-Voting at AGM).

Mr. R Gopalan, Chairman of the Company, chaired the proceedings of the meeting. He welcomed all the Members, Directors, Auditors, and other participants to the AGM.

The Chairman informed the Members that the Company has taken all requisite steps to enable Members to participate through Video Conference and vote at the AGM.

The requisite quorum being present through Video Conference, the Chairman called the meeting to order. All the Directors except Mr. Sasha Mirchandani, Independent Director, were present for the meeting through Video Conferencing from their respective locations. The representatives of the Statutory and Secretarial Auditors, Chief Financial Officer and the Company Secretary of the Company were also present through Video Conferencing. Thereafter, the Chairman called upon the names of the following persons who had joined the meeting to introduce themselves.:

Mr. Adesh Kumar Gupta	Non-Executive Non-Independent Director and Chairman of Risk Management Committee
Ms. Alicia Yi	Independent Director
Mr. Piyush Pandey	Independent Director and Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee
Mr. Vivek Mehra	Independent Director and Chairman of the Audit Committee
Mr. Punit Goenka	Managing Director & Chief Executive Officer

The Chairman informed the Members that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice of the meeting. He further informed that the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the AGM and had not cast their votes earlier through remote e-voting.

The Chairman informed the Members that the relevant statutory registers and documents referred to in the Notice of the 40<sup>th</sup> AGM were available for inspection electronically.

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The Notice convening the AGM of the Company was taken as read with the permission of the members of the Company as the same was earlier circulated to the Members. As required under Section 145 of the Companies Act, 2013, read with Para 13 of the Secretarial Standard – 2 on General Meetings, the qualifications in the Statutory Auditors Report along with the Management response on the same, were read out by the Company Secretary.

The Chairman then delivered his speech to the Members of the Company.

On Chairman's request, Mr. Punit Goenka, Managing Director & CEO addressed the Members of the Company which included highlights on business performance, outlook, etc. and conducted the balance proceedings of the meeting.

Thereafter, Mr. Punit Goenka opened the Question & Answer (Q&A) forum for the registered speakers to seek clarification or offer any comments related to the resolutions or financial statements and operations of the Company. Total 19 speaker shareholders raised queries/made comments on the financial performance and other relevant matters for which necessary clarifications and responses were provided by Mr. Punit Goenka.

The Company Secretary informed the Members that Ms. Vinita Nair (Membership No. F10559), Senior Partner, M/s Vinod Kothari & Co., Company Secretaries has been appointed as scrutinizer for scrutiny of the votes cast through the remote e-voting platform and electronic voting at the AGM. He further stated that Consolidated results of remote e-voting and voting at the AGM would be announced after the AGM and the Results along with the Scrutinizer's report would be uploaded on website of the Company and on the website of NSDL and the same shall also be intimated to the Stock Exchanges and, thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and observations.

87 shareholders were present in the AGM through Video Conferencing.

The following items of business, as per the Notice of AGM dated August 12, 2022, were transacted at the meeting through remote e-voting:

<b>Item No.</b>	<b>Details of the Resolution(s)</b>	<b>Resolution required (Ordinary/ Special)</b>
1	Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2022 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon	Ordinary
2	Confirmation of Dividend paid on Preference Shares by the Company during, and for, the financial year ended March 31, 2022	Ordinary
3	Declaration of Dividend of Rs. 3 per Equity Share for the financial year ended March 31, 2022	Ordinary
4	Appointment of Mr. Punit Goenka, Managing Director (DIN 00031263), who retire by rotation and being eligible, offers himself for re-appointment	Ordinary

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5	Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants as Statutory Auditors	Ordinary
6	Ratification of remuneration payable to Cost Auditor for FY 2021-22	Ordinary
7	Appointment of Mr. Adesh Kumar Gupta (DIN 00020403) as a Director of the Company	Ordinary
8	Re-appointment of Mr. R Gopalan (DIN 01624555) as an Independent Director of the Company	Special

Post the conclusion of the e-voting at the AGM, the Scrutinizers' report was received.

All the aforesaid resolutions were passed with requisite majority.

**For Zee Entertainment Enterprises Limited**

Ashish Agarwal  
Company Secretary  
FCS6669

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Zee Entertainment Enterprises Limited								
Resolution Required : (Ordinary)			1 - 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, 2022 including the Balance Sheet as at March 31, 2022, the statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	675198498	586069111	86.7995	523527960	62541151	89.3287	10.6713
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>586069111</b>	<b>86.7995</b>	<b>523527960</b>	<b>62541151</b>	<b>89.3287</b>	<b>10.6713</b>
Public Non Institutions	E-Voting	247004638	18281118	7.4011	18151258	129860	99.2896	0.7104
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18281118</b>	<b>7.4011</b>	<b>18151258</b>	<b>129860</b>	<b>99.2896</b>	<b>0.7104</b>
<b>Total</b>		<b>960519420</b>	<b>642666513</b>	<b>66.9082</b>	<b>579995502</b>	<b>62671011</b>	<b>90.2483</b>	<b>9.7517</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		2 - To confirm dividend paid on the preference shares by the Company during, and for, the financial year ended March 31, 2022						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	675198498	617048621	91.3877	617048621	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>617048621</b>	<b>91.3877</b>	<b>617048621</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	247004638	115529388	46.7722	115394684	134704	99.8834	0.1166
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115529388</b>	<b>46.7722</b>	<b>115394684</b>	<b>134704</b>	<b>99.8834</b>	<b>0.1166</b>
<b>Total</b>		<b>960519420</b>	<b>770894293</b>	<b>80.2581</b>	<b>770759589</b>	<b>134704</b>	<b>99.9825</b>	<b>0.0175</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		3 - To declare dividend of Rs. 3/- per equity share for the financial year ended March 31, 2022.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	675198498	617054114	91.3885	617054114	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>617054114</b>	<b>91.3885</b>	<b>617054114</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	247004638	115629718	46.8128	115501741	127977	99.8893	0.1107
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115629718</b>	<b>46.8128</b>	<b>115501741</b>	<b>127977</b>	<b>99.8893</b>	<b>0.1107</b>
<b>Total</b>		<b>960519420</b>	<b>771000116</b>	<b>80.2691</b>	<b>770872139</b>	<b>127977</b>	<b>99.9834</b>	<b>0.0166</b>





## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		4 - 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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	675198498	606829510	89.8742	575773878	31055632	94.8823	5.1177
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>606829510</b>	<b>89.8742</b>	<b>575773878</b>	<b>31055632</b>	<b>94.8823</b>	<b>5.1177</b>
Public Non Institutions	E-Voting	247004638	18272340	7.3976	14982834	3289506	81.9973	18.0027
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18272340</b>	<b>7.3976</b>	<b>14982834</b>	<b>3289506</b>	<b>81.9973</b>	<b>18.0027</b>
<b>Total</b>		<b>960519420</b>	<b>663418134</b>	<b>69.0687</b>	<b>629072996</b>	<b>34345138</b>	<b>94.8230</b>	<b>5.1770</b>





## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		5 - Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants as Statutory Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	675198498	606830619	89.8744	554695657	52134962	91.4086	8.5914
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>606830619</b>	<b>89.8744</b>	<b>554695657</b>	<b>52134962</b>	<b>91.4086</b>	<b>8.5914</b>
Public Non Institutions	E-Voting	247004638	18268988	7.3962	16215413	2053575	88.7592	11.2408
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18268988</b>	<b>7.3962</b>	<b>16215413</b>	<b>2053575</b>	<b>88.7592</b>	<b>11.2408</b>
<b>Total</b>		<b>960519420</b>	<b>663415891</b>	<b>69.0685</b>	<b>609227354</b>	<b>54188537</b>	<b>91.8319</b>	<b>8.1681</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		6 - Ratification of Cost Auditors' Remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	675198498	609199789	90.2253	557989050	51210739	91.5938	8.4062
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>609199789</b>	<b>90.2253</b>	<b>557989050</b>	<b>51210739</b>	<b>91.5938</b>	<b>8.4062</b>
Public Non Institutions	E-Voting	247004638	18268215	7.3959	16208710	2059505	88.7263	11.2737
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18268215</b>	<b>7.3959</b>	<b>16208710</b>	<b>2059505</b>	<b>88.7263</b>	<b>11.2737</b>
<b>Total</b>		<b>960519420</b>	<b>665784288</b>	<b>69.3150</b>	<b>612514044</b>	<b>53270244</b>	<b>91.9989</b>	<b>8.0011</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		7 - Appointment of Mr. Adesh Kumar Gupta (DIN 00020403) as a Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	675198498	546940537	81.0044	337044091	209896446	61.6235	38.3765
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>546940537</b>	<b>81.0044</b>	<b>337044091</b>	<b>209896446</b>	<b>61.6235</b>	<b>38.3765</b>
Public Non Institutions	E-Voting	247004638	18270304	7.3967	15015234	3255070	82.1838	17.8162
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18270304</b>	<b>7.3967</b>	<b>15015234</b>	<b>3255070</b>	<b>82.1838</b>	<b>17.8162</b>
<b>Total</b>		<b>960519420</b>	<b>603527125</b>	<b>62.8334</b>	<b>390375609</b>	<b>213151516</b>	<b>64.6824</b>	<b>35.3176</b>





## Zee Entertainment Enterprises Limited

Resolution Required : (Special)		8 - Re-appointment of Mr. R Gopalan (DIN 01624555) as an Independent Director of the Company (Special Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	38316284	38316284	100.0000	38316284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38316284</b>	<b>100.0000</b>	<b>38316284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	675198498	587181286	86.9642	583363234	3818052	99.3498	0.6502
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>587181286</b>	<b>86.9642</b>	<b>583363234</b>	<b>3818052</b>	<b>99.3498</b>	<b>0.6502</b>
Public Non Institutions	E-Voting	247004638	18271004	7.3970	16908056	1362948	92.5404	7.4596
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18271004</b>	<b>7.3970</b>	<b>16908056</b>	<b>1362948</b>	<b>92.5404</b>	<b>7.4596</b>
<b>Total</b>		<b>960519420</b>	<b>643768574</b>	<b>67.0230</b>	<b>638587574</b>	<b>5181000</b>	<b>99.1952</b>	<b>0.8048</b>





**VINOD KOTHARI & COMPANY**

Practising Company Secretaries

403-406, 175 Shreyas Chambers, D. N. Road, Fort

Mumbai-400 001, India

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email: [corplaw@vinodkothari.com](mailto:corplaw@vinodkothari.com)Web: [www.vinodkothari.com](http://www.vinodkothari.com)

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 40<sup>th</sup> Annual General Meeting (the "AGM") of the Equity shareholders of Zee Entertainment Enterprises Limited (the "Company") held on Friday, the 30<sup>th</sup> 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 40<sup>th</sup> 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 40<sup>th</sup> 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 40<sup>th</sup> 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
<b>ORDINARY BUSINESS:</b>		
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 <sup>st</sup> 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 <sup>st</sup> March, 2022.
3.	As an Ordinary Resolution	To declare dividend of ₹ 3/- per equity share for the financial year ended 31 <sup>st</sup> 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 Chandiook & Co LLP, Chartered Accountants as Statutory Auditors.
<b>SPECIAL BUSINESS:</b>		
6.	As an Ordinary Resolution	Ratification of Cost Auditors' Remuneration
7.	As an Ordinary Resolution	Appointment of Mr. Adesh Kumar 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 31<sup>st</sup> 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 31<sup>st</sup> 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 31<sup>st</sup> 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**