


**Annexure 11**

**Compliance Report on Corporate governance as per Clause 49 of the Listing Agreement as at September 30, 2013**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	<b>49 II</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Being reviewed quarterly
<b>III. Subsidiary Companies</b>	<b>49 III</b>	Yes	Being reviewed half yearly
<b>IV. Disclosures</b>	<b>49 IV</b>		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	Placed along with quarterly results
(B) Disclosure of Accounting treatment	49 (IV B)	Yes	Forms part of Annual Report
(C) Board Disclosures		Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc	49 (IV D)	NA	No Capital Issue
(E) Remuneration of Directors	49 (IV D)	Yes	Forms part of Annual Report
(F) Management	49 (IV E)	Yes	
(G) Shareholders	49 (IV F)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	
<b>VI. Report of Corporate Governance</b>	<b>49 (VI)</b>	Yes	
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	

For Zee Entertainment Enterprises Limited

  
**M Lakshminarayanan**  
**Chief Compliance Officer & Company Secretary**



Mumbai, dated December 24, 2013