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Unique Code – P1996WB042300
PAN No - AAMFV6726E
Udyog Aaddhar Number – WB10D0000448

Date: July 17, 2018

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

Consolidated Report of Scrutinizer on Voting on all resolutions proposed at the of Thirty-Sixth Annual General Meeting (the "AGM") of the Equity Shareholders of Zee Entertainment Enterprises Limited (the "Company") held at Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025 on Tuesday, the 17<sup>th</sup> day of July, 2018 at 4.00 P.M.

Dear Sir,

In terms of the appointment letter dated May 10, 2018, the undersigned, Mrs. Vinita Nair, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, having office at 403-406, 175 Shreyas Chambers, D.N. Road, Fort, Mumbai – 400 001, was appointed as scrutinizer to issue consolidated report on votes cast by remote e-voting and tablet voting on the Resolution(s) proposed at the AGM of the Company, held at Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025 on Tuesday, the 17<sup>th</sup> day of July 2018 at 4.00 P.M.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules, 2014), in connection with all resolutions proposed at the AGM, the Company had provided remote e-voting facility through NSDL and facility of tablet voting at venue to the shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.

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P1996WB04230

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The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the cut-off date of Tuesday, July 10, 2018 commenced on Friday, July 13, 2018 at 9.00 a.m. and ended on Monday, July 16, 2018 at 5.00 p.m.

The Chairman of the AGM had announced that the facility for tablet voting at venue was made available at the meeting for voting by the equity shareholders of the Company as on cut-off date of July 10, 2018 who had attended the AGM but could not vote using remote e-voting facility earlier.

Pursuant to Rule 20(xii) of the Rules, 2014, I unblocked the e-voting on NSDL website on July 17, 2018 in the presence of two witnesses, viz., Mr. Nitin Kumar Bohara and Mr. Manoj Kumar Tiwari both being Executives of Vinod Kothari & Company, Practising Company Secretaries. These witnesses are not in the employment of the Company.

At the AGM, based on the report on votes cast by way of tablet voting made available by NSDL, I hereby report that 42 equity shareholders holding in aggregate 15549 equity shares have cast votes on the proposed resolutions in the Notice of the AGM through tablet voting at venue.

We hereby submit our Consolidated Report as under:



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1. The details of votes cast (*both by remote e- voting and tablet voting at venue*) with respect to the proposed resolutions are given below:

Resolution No.	Total no. of votes cast by tablet voting at venue (1) (No. of shares)	Total no. of votes cast by remote e- voting (2) (No. of shares)	No. of votes taken to be invalid (3) (No. of shares)	Total number of valid votes cast by tablet voting at venue and remote e-voting [(1+2)-(3)] (No. of shares)
Resolution 1	15,549	82,27,64,355	0	82,27,79,904
Resolution 2	15,549	83,83,99,018	0	83,56,59,903
Resolution 3	15,549	83,83,99,026	0	83,56,59,911
Resolution 4	15,549	83,29,95,223	0	83,02,56,108
Resolution 5	15,549	83,82,84,025	0	83,55,44,910
Resolution 6	15,549	83,29,95,423	0	83,02,56,308
Resolution 7	15,549	43,53,12,808	0	43,25,73,693



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Total number of votes (no. of shares) in favour and/or against the resolutions cast by remote e-voting and tablet voting at venue respectively:

Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3	Resolution No. 4
Total votes in favour of resolution by remote e-voting	82,26,64,312	83,56,43,114	83,56,43,726	80,46,41,688
Total votes against the resolution by remote e-voting	1,00,043	1,240	636	2,55,98,871
Total votes cast in favour of resolution by tablet voting at venue	15549	15549	15549	15549
Total votes cast against the resolution by tablet voting at venue	0	0	0	0
Nature of Resolution	Ordinary	Ordinary	Ordinary	Ordinary
Total valid votes ( remote e-voting + tablet voting at venue)	82,27,79,904	83,56,59,903	83,56,59,911	83,02,56,108
Total votes in favour	82,26,79,861	83,56,58,663	83,56,59,275	80,46,57,237
Total votes against	1,00,043	1,240	636	2,55,98,871
Result of voting	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution

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Particulars	Resolution No. 5	Resolution No. 6	Resolution No. 7
Total votes in favour of resolution by remote e-voting	83,06,90,802	82,51,74,728	42,73,36,389
Total votes against the resolution by remote e-voting	48,38,559	50,66,031	52,21,755
Total votes cast in favour of resolution by tablet voting at venue	15549	15549	15549
Total votes cast against the resolution by tablet voting at venue	0	0	0
Nature of Resolution	Ordinary	Special	Ordinary
Total valid votes (remote e-voting + tablet voting at venue)	83,55,44,910	83,02,56,308	43,25,73,693
Total votes in favour	83,07,06,351	82,51,90,277	42,73,51,938
Total votes against	48,38,559	50,66,031	52,21,755
Result of voting	Passed as an Ordinary Resolution	Passed as a Special Resolution	Passed as an Ordinary Resolution

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- The consolidated result in terms of Regulation 44 of SEBI (Listing Obligations and 2. Disclosure Requirements) Regulations, 2015 of the remote e-voting and tablet voting at venue on the resolutions put to vote at the AGM is enclosed as Annexure I.
- 3. The report on the remote e-voting, tablet voting at venue and all other relevant records such as authorizations and proxy papers were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Unique Code 996WB042300

Place: Mumbai

For M/s Vinod Kothari & Company

**Practising Company Secretaries** 

Vinita Nair **Partner** 

> ACS: 31669; **COP: 11902**

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#### Annexure 1

Resolution	Required :	(Ordinary)	1 - Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2018 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.							
are	comoter/ pro interested i enda/resolut		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	No. of votes Invalid	
		[1]	[2]	[3]={[2]/[1]}*1 00	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]	
Promoter	E-Voting	399760212	399760212	100.0000	399760212	0	100.0000	0.0000	0	
and Promoter Group	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		399760212	100.0000	399760212	0	100.0000	0.0000	0	
Public	E-Voting	499636225	405911255	81.2414	405811873	99382	99.9755	0.0245	0	
Institution s	Poll (Tablet voting)		. 0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total	, i	405911255	81.2414	405811873	99382	99.9755	0.0245	0	
Public	E-Voting	61066633	17092888	27.9906	17092227	661	99.9961	0.0039	0	
Non Institution s	Poll (Tablet voting)		15549	0.0255	15549	0	100.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		17108437	28.0161	17107776	661	99.9961	0.0039	0	
Total		960463070	822779904	85.6649	822679861	100043	99.9878	0.0122	0	

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Udyog Aaddhar Number - WB10D0000448

Resolution Required : (Ordinary)		2 - Confirmation of Dividend(s) paid on the Preference Shares by the Company during, and for the financial year ended March 31, 2018.									
	oromoter/ e interesto da/resolut	ed in the	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	No. of votes Invalid		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]		
Promoter and	E- Voting	399760212	399760212	100,0000	399760212	0	100.0000	0.0000	0		
Promoter Poll Group (Tablet voting) Postal	(Tablet		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	-,	0	0.0000	0	0	0.0000	0.0000	0		
	Total	'	399760212	100.0000	399760212	0	100.0000	0.0000	0		
Public Institutions	E- Voting	499636225	418663223	83.7936	418663223	0	100.0000	0.0000	0		
	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		418663223	83.7936	418663223	0	100.0000	0.0000	0		
Public Non Institutions	E- Voting	61066633	17220919	28.2002	17219679	1240	99.9928	0.0072	0		
	Poll (Tablet voting)		15549	0.0255	15549	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		17236468	28.2257	17235228	1240	99.9928	0.0072	0		
Total		960463070	835659903	87.0059	835658663	1240	99,9999	0.0001	0		

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Udyog Aaddhar Number - WB10D0000448

Resolution I	Resolution Required: (Ordinary)		3 - Declara	ntion of Dividend of	Rs. 2.90 per F	Equity Sha	re for the financial y	year ended March 3	1, 2018.	
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	No. of votes Invalid	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]	
Promoter and	E- Voting	399760212	399760212	100.0000	399760212	0	100.0000	0.0000	0	
Promoter Group	· ·		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		399760212	100.0000	399760212	0	100.0000	0.0000	0	
Public Institutions	E- Voting	499636225	418663223	83.7936	418663223	0	100.0000	0.0000	0	
	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		418663223	83.7936	418663223	0	100.0000	0.0000	0	
Public Non Institutions	E- Voting	61066633	17220927	28.2002	17220291	636	99.9963	0.0037	0	
	Poll (Tablet voting)		15549	0.0255	15549	0	100.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		17236476	28.2257	17235840	636	99.9963	0.0037	0	
Total		960463070	835659911	87.0059	835659275	636	99.9999	0.0001 VOTHAR	0	

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Resolution I	Resolution Required : (Ordinary)		4 - Re-appo	4 - Re-appointment of Mr Ashok Kurien as a Director of the Company.								
Whether progroup are in agenda/reso	terested i		NO	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	No. of votes Invalid			
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}* 100	[8]			
Promoter and	E- Voting	399760212	399760212	100.0000	399760212	0	100.0000	0.0000	0			
Group (Tab	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0			
	Total		399760212	100.0000	399760212	0	100.0000	0.0000	0			
Public Institutions	E- Voting	499636225	416540667	83.3688	390942604	25598063	93.8546	6.1454	. 0			
	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0			
	Total	,	416540667	83.3688	390942604	25598063	93.8546	6.1454	0			
Public Non Institutions	E- Voting	61066633	13939680	22.8270	13938872	808	99.9942	0.0058	0			
	Poll (Tablet voting)		15549	0:0255	15549	0	100.0000	0.0000	0			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0			
	Total		13955229	22.8525	13954421	808	99.9942	0.0058	0			
Total		960463070	830256108	86.4433	804657237	25598871	96.9168	3.0832	0			

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Resolution Required : (Ordinary)		5 - Ratificat	ion of remuneration	payable to C	ost Auditor	for FY 2017-18	•				
Whether promoter/ promoter group are interested in the agenda/resolution?			NO	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	No. of votes Invalid		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]}*100	[8]		
Promoter and	E- Voting	399760212	399760212	100.0000	399760212	0	100.0000	0.0000	0		
votin Posta	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	. 0		
	Total		399760212	100.0000	399760212	0	100.0000	0.0000	0		
Public Institutions	E- Voting	499636225	418663223	83.7936	413825594	4837629	98.8445	1.1555	0		
	Poll (Tablet voting)		0	0.0000	0	Ö	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		418663223	83.7936	413825594	4837629	98.8445	1.1555	0		
Public Non Institutions	E- Voting	61066633	17105926	28.0119	17104996	930	99.9946	0.0054	0		
	Poll (Tablet voting)		15549	0.0255	15549	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		17121475	28.0374	17120545	930	99.9946	0.0054	0		
Total		960463070	835544910	86.9940	830706351	4838559	99.4209	0.5791	0		

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Resolution Required : (Special)		6 - Re-appoi	intment of Mr. Ades	h Kumar Gu	pta as Indep	pendent Directo	or for second term.				
Whether promoter/ promoter group are interested in the agenda/resolution?			NO	NO							
Category	Mode of Voting	Mode No. of of shares	No. of votes polled	% of Votes Polled on outstanding shares  [3]={[2]/[1]}*100	No. of Votes — in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid		
							[6]={[4]/[2]} *100	[7]={[5]/[2]}*100	[8]		
Promoter and	E- Voting	399760212	399760212	100.0000	399760212	0	100.0000	0.0000	0		
Promoter Group	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		. 0	0.0000	0	0	0.0000	0.0000	0		
	Total		399760212	100.0000	399760212	0	100.0000	0.0000	0		
Public Institutions	E- Voting	499636225	416540667	83.3688	411475357	5065310	98.7840	1.2160	0		
	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
•	Total		416540667	83.3688	411475357	5065310	98.7840	1.2160	0		
Public Non Institutions	E- Voting	61066633	13939880	22.8273	13939159	721	99.9948	0.0052	0		
	Poll (Tablet voting)		15549	0.0255	15549	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	Total		13955429	22.8528	13954708	721	99.9948	0.0052	0		
Total		960463070	830256308	86.4433	825190277	5066031	99.3898	0.6102	0		

Mumbai: 403-406, 175 Shreyas Chambers, D.N. Road, Fort, Mumbai - 400001 Ph.022-22614021 **Delhi:** A / 11 Hauz Khas, New Delhi-110016 Ph; 011-41315340

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Udyog Aaddhar Number - WB10D0000448

Resolution Required : (Ordinary)		7 - Re-appointment of Mr Amit Goenka, a Related Party to the Office of Place of Profit in an overseas subsidiary of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution?			YES	YES								
- ·	Mode of 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	No. of votes Invalid			
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]			
and Pomoter (T Group vo	E-Voting	399760212	0	0.0000	0	0	0.0000	0.0000	0			
	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0			
	Total		0	0.0000	0	. 0	0.0000	0.0000	0			
Public	E-Voting	499636225	418618064	83.7846	413397382	5220682	98.7529	1.2471	0			
Institutions	Poll (Tablet voting)		0	0.0000	0	0	0.0000	0.0000	0			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0			
	Total		418618064	83.7846	413397382	5220682	98.7529	1.2471	0			
Public Non	E-Voting	61066633,	13940080	22.8277	13939007	1073	99.9923	0.0077	0			
Institutions	Poll (Tablet voting)		15549	0.0255	15549	0	100.0000	0.0000	0			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0			
	Total		13955629	22.8532	13954556	1073	99.9923	0.0077	0			
Total		960463070	432573693	45.0380	427351938	5221755	98.7929	1.2071	0			

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Company