



Extraordinary Together

September 18, 2020

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

**BSE Scrip Code Equity: 505537**  
**Preference: 717503**

The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**NSE Symbol: ZEEL EQ**  
**: ZEEL P2**

Dear Sirs,

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

This is to inform you that the 38<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held on Friday, September 18, 2020 at 3:30 p.m. through video conferencing/other audio visual means in accordance with the circular(s) issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regards and business(es) mentioned in the Notice dated July 24, 2020, 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 18, 2020, on remote e-voting and electronic voting at the AGM as Annexure 3.

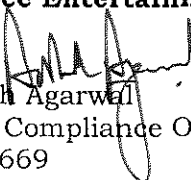
The above results will also be available on the website of the Company (i.e. [www.zeeentertainment.com](http://www.zeeentertainment.com)) and on the website of National Securities Depository Limited (i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

The above is for your information and record.

Thanking you,

Yours faithfully,

**For Zee Entertainment Enterprises Limited**

  
Ashish Agarwal  
Chief Compliance Officer & 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  
P: +91 22 7106 1234 | F: +91 22 2300 2107 | CIN: L92132MHI982PLCO28767 | [www.zeeentertainment.com](http://www.zeeentertainment.com)



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Annexure 1

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

The 38<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Friday, September 18, 2020, 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 3.30 p.m.

Mr. R Gopalan, Chairman of the Company, chaired the proceedings of the meeting. He welcomed all the Members, Directors, Auditors and other officers 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 Directors were present for the meeting through Video Conferencing from various locations. The representatives of the Statutory and Secretarial Auditors were also present through Video Conferencing. Thereafter, the Chairman called upon the names of the Directors who had joined the meeting to introduce themselves. The following directors were present in the meeting:

Mr. Subhash Chandra	Chairman Emeritus
Mr. Adesh Kumar Gupta	Independent Director
Ms. Alicia Yi	Independent Director
Mr. Ashok Kurien	Non-Executive Director and Chairman of Corporate Social Responsibility Committee and Stakeholder Relationship Committee
Mr. Manish Chokhani	Independent Director and Chairman of the Risk Management Committee
Mr. Piyush Pandey	Independent Director and Chairman of the Nomination and Remuneration 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. Members who had not cast their votes electronically and who were participating in the meeting would be able to cast their votes during the meeting and 15 minutes after the conclusion of meeting through the e-voting system provided by NSDL.

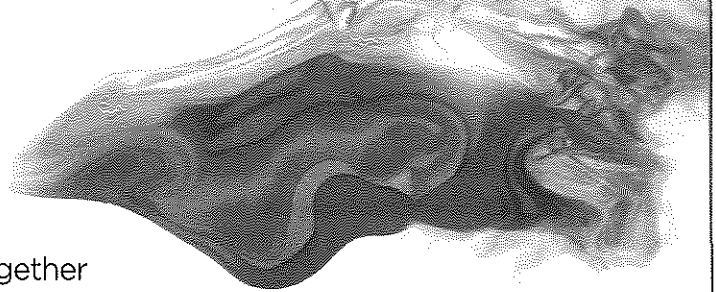
The Chairman informed the Members that the necessary Registers and documents referred to in the Notice of the 38<sup>th</sup> AGM were available for inspection electronically.

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

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13 of the Secretarial Standard – 2 on General Meetings, the qualifications in the Statutory Auditors Report along with the Directors’ response on the same, were read out by the Company Secretary.

The Chairman then continued delivering his speech to the Members of the Company which included highlights on business performance, outlook, etc.

On Chairman’s request Mr. Punit Goenka, Managing Director & CEO then address the Shareholders of the Company 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 27 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.

Mr. Punit Goenka informed the Members that Ms. Vinita Nair (Membership No. F10559), Senior Partner, M/s Vinod Kothari & Co., Company Secretaries has been appointed as scrutinizer to scrutinize the vote 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.

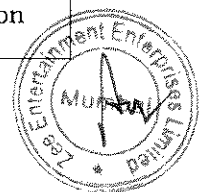
Mr. Punit Goenka, thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and observations. He informed the Members that voting on the NSDL platform would continue for another 15 minutes to enable the Members to cast their votes.

On completion of the e-voting process, the meeting concluded at 05:41 p.m.

117 numbers of shareholders were present in the AGM through Video Conferencing.

The following items of business, as per the Notice convening the 38<sup>th</sup> AGM of the Company dated July 24, 2020 were transacted at the meeting:

Sr No	Details of the Resolution	Resolution required (Ordinary/ Special)
1	Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2020 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon	Ordinary Resolution
2	Confirmation of Dividend paid on Preference Shares by the Company during, and for, the financial year ended March 31, 2020	Ordinary Resolution
3	Declaration of Dividend of Rs. 0.30 per Equity Share for the financial year ended March 31, 2020	Ordinary Resolution



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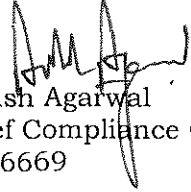
### Extraordinary Together

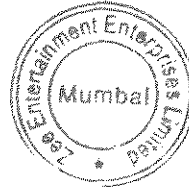
4	Re-appointment of Mr. Ashok Kurien (DIN 00034035) as a Director of the Company	Ordinary Resolution
5	Ratification of remuneration payable to Cost Auditor for FY 2019-20	Ordinary Resolution
6	Appointment of Mr. R Gopalan (DIN 01624555) as an Independent Director of the Company	Ordinary Resolution
7	Appointment of Mr. Piyush Pandey (DIN 00114673) as an Independent Director of the Company	Ordinary Resolution
8	Appointment of Ms. Alicia Yi (DIN 08734283) as an Independent Director of the Company	Ordinary Resolution
9	Re-appointment of Mr. Punit Goenka (DIN 00031263) as Managing Director & Chief Executive Officer of the Company	Ordinary Resolution
10	Payment of Commission to Non-Executive Directors of the Company	Special Resolution

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

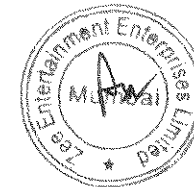
  
Ashish Agarwal  
Chief Compliance Officer & Company Secretary  
FCS6669



#### Zee Entertainment Enterprises Limited

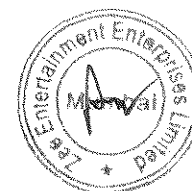
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Zee Entertainment Enterprises Limited								
Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2020 including the Balance sheet, Statement of Profit & Loss 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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	544248945	72.4891	539380724	4868221	99.1055	0.8945
	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>544248945</b>	<b>72.4891</b>	<b>539380724</b>	<b>4868221</b>	<b>99.1055</b>	<b>0.8945</b>
Public Non Institutions	E-Voting	171097612	104002641	60.7856	104001516	1125	99.9989	0.0011
	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>104002641</b>	<b>60.7856</b>	<b>104001516</b>	<b>1125</b>	<b>99.9989</b>	<b>0.0011</b>
<b>Total</b>		<b>960504475</b>	<b>686857870</b>	<b>71.5101</b>	<b>681988524</b>	<b>4869346</b>	<b>99.2911</b>	<b>0.7089</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)			2 - Confirmation of Dividend paid on Preference Shares by the Company during, and for, the financial year ended March 31, 2020.					
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	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	614107601	81.7937	614107601	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>614107601</b>	<b>81.7937</b>	<b>614107601</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	171097612	104002651	60.7856	104000595	2056	99.9980	0.0020
	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>104002651</b>	<b>60.7856</b>	<b>104000595</b>	<b>2056</b>	<b>99.9980</b>	<b>0.0020</b>
<b>Total</b>		<b>960504475</b>	<b>756716536</b>	<b>78.7832</b>	<b>756714480</b>	<b>2056</b>	<b>99.9997</b>	<b>0.0003</b>



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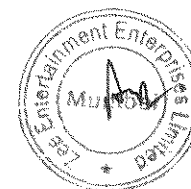
Resolution Required : (Ordinary)

3 - Declaration of Dividend of Rs. 0.30 per Equity Share for the financial year ended March 31, 2020.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	614107601	81.7937	614107601	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>614107601</b>	<b>81.7937</b>	<b>614107601</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	171097612	104002081	60.7852	104000821	1260	99.9988	0.0012
	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>104002081</b>	<b>60.7852</b>	<b>104000821</b>	<b>1260</b>	<b>99.9988</b>	<b>0.0012</b>
<b>Total</b>		<b>960504475</b>	<b>756715966</b>	<b>78.7832</b>	<b>756714706</b>	<b>1260</b>	<b>99.9998</b>	<b>0.0002</b>



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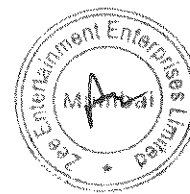
Resolution Required : (Ordinary)

4 - Re-appointment of Mr. Ashok Kurien (DIN 00034035) 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	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	603693256	80.4066	545145906	58547350	90.3018	9.6982
	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>603693256</b>	<b>80.4066</b>	<b>545145906</b>	<b>58547350</b>	<b>90.3018</b>	<b>9.6982</b>
Public Non Institutions	E-Voting	171097612	104002529	60.7855	103999175	3354	99.9968	0.0032
	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>104002529</b>	<b>60.7855</b>	<b>103999175</b>	<b>3354</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>960504475</b>	<b>746302069</b>	<b>77.6990</b>	<b>687751365</b>	<b>58550704</b>	<b>92.1546</b>	<b>7.8454</b>





## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		5 - Ratification of remuneration payable to Cost Auditor for FY 2019-20.						
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	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	612034803	81.5176	612034803	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>612034803</b>	<b>81.5176</b>	<b>612034803</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	171097612	104002641	60.7856	104000242	2399	99.9977	0.0023
	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>104002641</b>	<b>60.7856</b>	<b>104000242</b>	<b>2399</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total</b>		<b>960504475</b>	<b>754643728</b>	<b>78.5674</b>	<b>754641329</b>	<b>2399</b>	<b>99.9997</b>	<b>0.0003</b>



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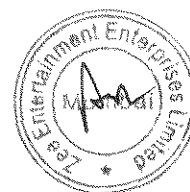
Resolution Required : (Ordinary)

6 - Appointment of Mr. R Gopalan (DIN 01624555) as an Independent 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	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	614068050	81.7884	600636160	13431890	97.8126	2.1874
	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>614068050</b>	<b>81.7884</b>	<b>600636160</b>	<b>13431890</b>	<b>97.8126</b>	<b>2.1874</b>
Public Non Institutions	E-Voting	171097612	104002434	60.7854	103999338	3096	99.9970	0.0030
	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>104002434</b>	<b>60.7854</b>	<b>103999338</b>	<b>3096</b>	<b>99.9970</b>	<b>0.0030</b>
<b>Total</b>		<b>960504475</b>	<b>756676768</b>	<b>78.7791</b>	<b>743241782</b>	<b>13434986</b>	<b>98.2245</b>	<b>1.7755</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)			7 - Appointment of Mr. Piyush Pandey (DIN 00114673) as an Independent 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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	614068050	81.7884	602356224	11711826	98.0927	1.9073
	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>614068050</b>	<b>81.7884</b>	<b>602356224</b>	<b>11711826</b>	<b>98.0927</b>	<b>1.9073</b>
Public Non Institutions	E-Voting	171097612	104002562	60.7855	104000014	2548	99.9976	0.0024
	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>104002562</b>	<b>60.7855</b>	<b>104000014</b>	<b>2548</b>	<b>99.9976</b>	<b>0.0024</b>
<b>Total</b>		<b>960504475</b>	<b>756676896</b>	<b>78.7791</b>	<b>744962522</b>	<b>11714374</b>	<b>98.4519</b>	<b>1.5481</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)

8 - Appointment of Ms. Alicia Yi (DIN 08734283) as an Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

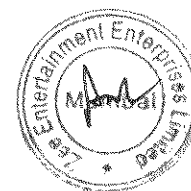
NO

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
Promoter and Promoter Group	E-Voting	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	614068050	81.7884	614068050	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>614068050</b>	<b>81.7884</b>	<b>614068050</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	171097612	104002048	60.7852	103998410	3638	99.9965	0.0035
	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>104002048</b>	<b>60.7852</b>	<b>103998410</b>	<b>3638</b>	<b>99.9965</b>	<b>0.0035</b>
<b>Total</b>		<b>960504475</b>	<b>756676382</b>	<b>78.7791</b>	<b>756672744</b>	<b>3638</b>	<b>99.9995</b>	<b>0.0005</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		9 - Re-appointment of Mr. Punit Goenka (DIN 00031263) as Managing Director & Chief Executive Officer 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	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	605982395	80.7115	580268460	25713935	95.7567	4.2433
	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>605982395</b>	<b>80.7115</b>	<b>580268460</b>	<b>25713935</b>	<b>95.7567</b>	<b>4.2433</b>
Public Non Institutions	E-Voting	171097612	104002409	60.7854	103999041	3368	99.9968	0.0032
	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>104002409</b>	<b>60.7854</b>	<b>103999041</b>	<b>3368</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>960504475</b>	<b>748591088</b>	<b>77.9373</b>	<b>722873785</b>	<b>25717303</b>	<b>96.5646</b>	<b>3.4354</b>



## Zee Entertainment Enterprises Limited

Resolution Required : (Special)		10 - Payment of Commission to Non-Executive Directors 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	38606284	38606284	100.0000	38606284	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>38606284</b>	<b>100.0000</b>	<b>38606284</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	750800579	614068050	81.7884	571117301	42950749	93.0055	6.9945
	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>614068050</b>	<b>81.7884</b>	<b>571117301</b>	<b>42950749</b>	<b>93.0055</b>	<b>6.9945</b>
Public Non Institutions	E-Voting	171097612	104002757	60.7856	103996878	5879	99.9943	0.0057
	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>104002757</b>	<b>60.7856</b>	<b>103996878</b>	<b>5879</b>	<b>99.9943</b>	<b>0.0057</b>
<b>Total</b>		<b>960504475</b>	<b>756677091</b>	<b>78.7791</b>	<b>713720463</b>	<b>42956628</b>	<b>94.3230</b>	<b>5.6770</b>



Annexure 3

# VINOD KOTHARI & COMPANY

Practising Company Secretaries  
403-406, 175 Shreyas Chambers, D. N. Road, Fort  
Mumbai-400 001, India  
Phone: +91 – 22 - 22614021 | 22 - 62370959  
email: corplaw@vinodkothari.com  
Web: www.vinodkothari.com  
Unique Code – P1996WB042300

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

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 38<sup>th</sup> Annual General Meeting (the "AGM") of the Equity shareholders of Zee Entertainment Enterprises Limited (the "Company") held on Friday, the 18<sup>th</sup> day of September, 2020 at 3:30 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 17, 2020 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 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 38<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 38<sup>th</sup> AGM, the Company availed services of National Securities 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 the 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 38<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.

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**Kolkata:** 1006 – 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata – 700 017

**Delhi:** A – 467, First Floor, Defence Colony, New Delhi – 110 024

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 11, 2020 commenced on Tuesday September 15, 2020 at 9:00 am and ended on Thursday September 17, 2020 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.
5. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 11, 2020 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. The votes cast under remote e-voting facility were unblocked. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
7. I now submit the Consolidated Report as under:



**Resolution 1: Ordinary Resolution**

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, 2020 including the Balance Sheet as at March 31, 2020, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors 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
877	68,19,88,524	99.2911

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	48,69,346	0.7089

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 2: Ordinary Resolution**

To confirm Dividend paid on the Preference Shares by the Company during, and for, the financial year ended March 31, 2020.

(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
898	75,67,14,480	99.9997

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	2,056	0.0003

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 3: Ordinary Resolution**

To declare Dividend of INR 0.30 per Equity Share for the financial year ended March 31, 2020.

(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
910	75,67,14,706	99.9998

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	1260	0.0002

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 4: Ordinary Resolution**

To appoint a Director in place of Mr. Ashok Kurien (DIN 00034035), 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
785	68,77,51,365	92.1546

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
121	5,85,50,704	7.8454

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 5: 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
897	75,46,41,329	99.9997

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	2399	0.0003

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 6: Ordinary Resolution****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
867	74,32,41,782	98.2245

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
57	1,34,34,986	1.7755

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 7: Ordinary Resolution****Appointment of Mr. Piyush Pandey (DIN 00114673) 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
884	74,49,62,522	98.4519

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
41	1,17,14,374	1.5481

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 8: Ordinary Resolution****Appointment of Ms. Alicia Yi (DIN 08734283) 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
883	75,66,72,744	99.9995

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
38	3,638	0.0005

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 9: Ordinary Resolution****Re-appointment of Mr. Punit Goenka (DIN 00031263) as Managing Director & Chief Executive Officer 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
848	72,28,73,785	96.5646

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	2,57,17,303	3.4354

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 10: Special Resolution****Payment of Commission to Non-Executive Directors 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
841	71,37,20,463	94.3230

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
84	4,29,56,628	5.6770

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

8. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on September 18, 2020.



For M/s Vinod Kothari & Company  
Practicing Company Secretaries

VINITA  
NAIR

Digitally signed by VINITA NAIR  
DN: cn=VINITA NAIR, o=VINOD KOTHARI & CO., ou=Practicing Company Secretaries, email=VINITA@VINODKOTHARI.COM, c=IN  
Date: 2020.09.18 15:57:25 +05'30'

Ms. Vinita Nair  
Senior Partner

FCS: 10559;

COP: 11902

UDIN: F010559B000734205

Date: September 18, 2020

Place: Mumbai

Countersigned

Mr. Ashish Agarwal  
Company Secretary  
Zee Entertainment Enterprises Ltd