

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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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 and electronic voting carried out, 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 39th Annual General Meeting (the “AGM”) of the Equity shareholders of Zee Entertainment Enterprises Limited (the “Company”) held on Tuesday, the 14th day of September, 2021 at 4:30 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 07, 2021 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 39th 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 39th 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 39th 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 Tuesday, September 07, 2021 commenced on Friday, September 10, 2021 at 9:00 am and ended on Monday, September 13, 2021 at 5.00 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 Tuesday, September 07, 2021 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 14,2021 in the presence of two witnesses, viz., Mr. Burhanuddin Dohadwala and Mr. Henil Shah, being Senior Manager and Assistant Manager of Vinod Kothari & Company, Practising Company Secretaries. These witnesses are not in the employment of the Company. 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, 2021 including the Balance Sheet as at March 31, 2021, 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
1096	63,37,59,694	86.88

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
84	9,56,78,538	13.12

(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, 2021

(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
1130	74,61,94,828	99.70

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
61	22,31,057	0.30

(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 ₹ 2.50 per Equity Share for the financial year ended March 31, 2021.**(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
1164	74,62,15,259	99.70

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
35	22,22,268	0.30

(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.

Mr. R Gopalan, Chairman of the Company, at the AGM announced that in view of the resignation of Mr. Ashok Kurien as a Director of the Company with effect September 13, 2021 the resolution proposing re-appointment of Mr. Ashok Kurien, who retires by rotation, has become infructuous. Hence, the result of electronic voting for the same has not been provided in the report.

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
1086	74,80,35,368	99.95

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
101	3,89,236	0.05

(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. Sasha Mirchandani (DIN 01179921) 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
1047	63,91,68,212	87.34

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
127	9,26,66,019	12.66

(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. Vivek Mehra (DIN 00101328) 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
938	52,76,37,229	72.10

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
233	20,41,52,395	27.90

(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 Mr. Manish Chokhani (DIN 00204011) as a Director of the Company.

Mr. R Gopalan, Chairman of the Company, at the AGM announced that in view of the resignation of Mr. Manish Chokhani as the Additional Director of the Company with effect September 13, 2021, the resolution proposing appointment of Mr. Manish Chokhani as a Director of the Company has become infructuous. Hence, the result of electronic voting for the same has not been provided in the report.

8. Figures have been taken upto two decimal places.
9. In view of the above scrutiny, I hereby certify all the above Resolutions, except for the resolution no. 4 and 8 which have become infructuous, have been passed with requisite majority on September 14, 2021.
10. 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 Chairman 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**



**Ms. Vinita Nair
Senior Partner
FCS: 10559
COP: 11902**

UDIN: F010559C000946296

Date: September 14, 2021

Place: Mumbai

Countersigned

**Ashish Agarwal
Company Secretary
Zee Entertainment Enterprises Ltd**