

# VINOD KOTHARI & COMPANY

Practicing Company Secretaries  
403 – 406, Shreyas Chambers, 175, Dr. D. N. Road,  
Fort, Mumbai – 400 001, India  
Phone: 022 – 2261 4021 | 022 – 6237 0959  
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December 16, 2023

To,  
Mr. R. Gopalan,  
The Chairperson,  
**Zee Entertainment Enterprises Limited**  
18th Floor - A Wing, Marathon Futurex,  
N M Joshi Marg, Lower Parel,  
Mumbai 400013.

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-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 41<sup>st</sup> Annual General Meeting ("AGM") of the Equity shareholders of Zee Entertainment Enterprises Limited ("Company") held on Saturday, December 16, 2023 at 04:00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").**

Dear Sir,

1. I, Vinita Nair, Senior Partner of Vinod Kothari & Company, Practicing Company Secretaries, (Membership No. FCS 10559/C.P. No. 11902) have been appointed as the Scrutinizer by the Board of Directors of the Company at its meeting held on November 22, 2023 for the purpose of scrutinizing the remote e-voting prior to the AGM and e-voting during the AGM, pursuant to the Notice dated November 24, 2023 issued under Section 96, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with General Circular No. 09/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the following ordinary and special businesses as contained in the Notice of the AGM.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to Section 108 of the Act read with Rule 20 of the Rules in connection with all resolutions proposed at the 41<sup>st</sup> AGM, the Company has availed services of National Securities Depository Limited ("NSDL") and provided remote e-voting facility prior to the AGM and e-voting facility during the AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.

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

*Delhi:* Nukleus, 501 & 501A, 5th Floor, Saloon Rasvilas, District Centre, Saket, Delhi 110 017

*Bengaluru:* Rent A Desk, 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001

3. The Notice dated November 24, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the businesses mentioned in the Notice, as confirmed by the Company, was sent *via* email to the Members whose e-mail addresses were available with the Company, RTA and Depositories.
4. The shareholders of the Company holding shares as on Saturday, December 9, 2023 (“**Cut-off Date**”) were entitled to vote on the businesses as contained in the Notice. The voting period for remote e-voting commenced on Wednesday, December 13, 2023 at 9 a.m. IST and ended on Friday, December 15, 2023 at 5 p.m. IST and the NSDL remote e-voting module was disabled thereafter. The NSDL e-voting platform was re-opened during the AGM for those members who had not cast their votes on the businesses as contained in the Notice through remote e-voting and kept open for 15 minutes after the AGM.
5. The votes cast under remote e-voting facility and e-voting during the AGM were thereafter unblocked in the presence of two witnesses, *viz.*, Ms. Aisha Begum Ansari and Mr. Avinash Shetty, being Senior Manager and Assistant Manager of Vinod Kothari & Company, Practicing Company Secretaries. These witnesses are not in the employment of the Company.
6. I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Rules, as amended.
7. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA Circulars and the Listing Regulations relating to remote e-voting and e-voting during the AGM on the businesses as contained in the Notice.
8. My responsibility as the Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast “IN FAVOUR” and “AGAINST” the businesses stated in the Notice, based on the reports generated from the NSDL e-voting system.
9. For those Members whose email IDs were not available, a Public Notice with regard to the Company's Annual General Meeting was published on Saturday, November 25, 2023 in Business Standard in English language, and Navshakti Newspaper in Marathi language, *inter-alia* providing requisite information and contact details for registering email IDs and queries on e-voting.
10. I, now submit my Scrutinizer Report on the results of the voting through the e-voting process in respect of the following:

Sr. No.	Type	Description of Resolution
<b>Ordinary Business</b>		
1.	Ordinary	To receive, consider and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
2.	Ordinary	To appoint a Director in place of Mr. Adesh Kumar Gupta, Non-Executive Director (DIN: 00020403), who retires by rotation and being eligible, offers himself for re-appointment.
<b>Special Business</b>		
3.	Ordinary	Ratification of Cost Auditors' Remuneration for the FY 2022-23
4.	Special	Appointment of Ms. Deepu Bansal (DIN: 09497525) as an Independent Director of the Company.
5.	Special	Re-appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director of the Company.
6.	Special	Re-appointment of Mr. Sasha Mirchandani (DIN: 01179921) as an Independent Director of the Company.

**ORDINARY BUSINESS:****Resolution 1: Ordinary Resolution**

To receive, consider and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2023 and the Reports of the 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
844	65,43,96,323	99.9565

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	284767	0.0435

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**Resolution 2: Ordinary Resolution**

To appoint a Director in place of Mr. Adesh Kumar Gupta, Non-Executive Director (DIN: 00020403), who retires by rotation and being eligible, offers himself for re-appointment.

*Mr. Ashish Agarwal, Company Secretary of the Company, at the AGM announced that in view of the withdrawal of consent for re-appointment by Mr. Adesh Kumar Gupta, who retires by rotation at this AGM, the resolution proposing his reappointment, has become infructuous and the vacancy resulting therefrom is not being filled up. Hence, the result of electronic voting for the same has not been provided in the report.*

**SPECIAL BUSINESS:****Resolution 3: Ordinary Resolution****Ratification of Cost Auditors' Remuneration for the FY 2022-23**(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
825	65,56,95,566	99.9438

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	3,68,745	0.0562

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**Resolution 4: Special Resolution****Appointment of Ms. Deepu Bansal (DIN: 09497525) 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
819	65,50,50,435	99.8444

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
43	10,20,876	0.1556

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**Resolution 5: Special Resolution**

**Re-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
591	31,46,00,836	47.9524

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
276	34,14,68,844	52.0476

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**Resolution 6: Special Resolution**

**Re-appointment of Mr. Sasha Mirchandani (DIN: 01179921) as an Independent Director of the Company.**

(iv) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
740	47,03,56,733	71.2047

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
120	19,02,12,952	28.7953

(vi) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

11. Figures have been taken upto four decimal places.
12. In view of the above scrutiny, I hereby certify that all the above Resolutions, except for Resolution Nos. 2, 5 and 6, have been passed with requisite majority on **December 16, 2023**. Resolution No. 2 has become infructuous for the reason stated above. Resolution Nos. 5 and 6 failed to get the requisite majority of votes as required under Section 149 (10) of the Act read with Reg. 25 (2A) of the Listing Regulations.
13. 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.

**Date: December 16, 2023**

**Place: Mumbai**

**Countersigned**

  
**Ashish Agarwal**  
**Company Secretary**  
**Membership No: F6669**  
**Zee Entertainment Enterprises Limited**

**For Vinod Kothari & Company**  
**Practicing Company Secretaries**  
**Firm Registration No.: P1996WB042300**

VINITA  
VENUGOPAL  
NAIR

Digitally signed by VINITA  
VENUGOPAL NAIR  
Date: 2023.12.16 19:38:03  
+05'30'

**Vinita Nair**  
**Senior Partner**  
**FCS: 10559**  
**COP: 11902**  
**UDIN: F010559E002962904**

