

# VINOD KOTHARI & COMPANY

Practicing Company Secretaries

403 – 406, Shreyas Chambers, 175, Dr. D. N. Road,  
Fort, Mumbai – 400 001, India

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September 15, 2025

To,  
The Chairperson,  
**Zee Entertainment Enterprises Limited**  
18<sup>th</sup> 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 43<sup>rd</sup> Annual General Meeting ("AGM") of the Equity shareholders of Zee Entertainment Enterprises Limited ("Company") held on Monday, 15<sup>th</sup> September, 2025 at 04:00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").**

Dear Madam,

1. I, Vinita Nair, Joint Managing 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 July 22, 2025, for the purpose of scrutinizing the remote e-voting prior to the AGM and e-voting during the AGM, pursuant to the Notice dated July 22, 2025 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. 09/2024 dated September 19, 2024 and other 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 43<sup>rd</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:** B42, Metropolitan Cooperative Housing Society, Kolkata 700105

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

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

3. The Notice dated July 22, 2025, read with Corrigendum to the notice dated September 08, 2025, 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 Monday, September 08, 2025 (“**Cut-off Date**”) were entitled to vote on the businesses as contained in the Notice. The voting period for remote e-voting commenced on Thursday, September 11, 2025 at 09:00 a.m. (IST) and ended on Sunday, September 14, 2025 at 05:00 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. The votes cast under remote e-voting facility and e-voting during the AGM were thereafter unblocked in the presence of two witnesses, viz., Mr. Avinash Shetty and Ms. Heta Mehta, being Manager and Senior Executive of Vinod Kothari & Company, Practicing Company Secretaries respectively. These witnesses are not in the employment of the Company.
5. 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.
6. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and the 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.
7. 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.
8. For those Members whose email IDs were not available, a Public Notice with regard to the Company’s Annual General Meeting was published on August 21, 2025 in Business Standard in English language, and Navashakti in Marathi language, *inter-alia* providing requisite information and contact details for registering email IDs and queries on e-voting.
9. 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 adopt the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the financial year 2024-25.
2.	Ordinary	To declare dividend of Rs. 2.43/- per equity share for the financial year ended March 31, 2025.
3.	Ordinary	To appoint a Director in place of Mr. Saurav Adhikari, Non - Executive Non-Independent Director (DIN: 08402010), who retires by rotation and being eligible, offers himself for re-appointment.
<b>Special Business</b>		
4.	Ordinary	Ratification of Remuneration to Cost Auditors
5.	Ordinary	Appointment of Secretarial Auditors and fix their remuneration
6.	Special	Payment of Commission to Non-Executive Directors of the Company

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

**To adopt the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the financial year 2024-25.**

(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
1035	41,14,76,728	99.8289

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
69	7,05,237	0.1711

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**Resolution 2: Ordinary Resolution**

**To declare dividend of Rs. 2.43/- per equity share for the financial year ended March 31, 2025.**

(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
1052	41,34,70,643	99.8406

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
52	6,60,041	0.1594

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**Resolution 3: Ordinary Resolution**

**To appoint a Director in place of Mr. Saurav Adhikari, Non - Executive Non Independent Director (DIN: 08402010), 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
952	34,50,70,597	83.3242

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
153	6,90,59,587	16.6758

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**SPECIAL BUSINESS:****Resolution 4: Ordinary Resolution**

**Ratification of Remuneration to Cost Auditors.**

(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
1012	41,33,46,349	99.8123

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
90	7,77,410	0.1877

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**Resolution 5: Ordinary Resolution****Appointment of Secretarial Auditors and fix their 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
991	38,28,62,312	92.4530

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
110	3,12,53,292	7.5470

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

**Resolution 6: 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
914	34,80,10,159	84.0337

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
190	6,61,21,545	15.9663

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

10. Figures have been taken upto four decimal places.
11. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on **September 15, 2025**.
12. 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: September 15, 2025

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 Nair*

Vinita Nair

Joint Managing Partner

FCS: 10559

COP: 11902

UDIN: F010559G001252756