VINOD KOTHARI & COMPANY

Practicing Company Secretaries
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Mumbai-400 001, India
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September 17, 2026

To,
The Chairperson,
Zee Entertainment Enterprises Limited
18th Floor – A Wing, Marathon Futurex
N M Joshi Marg, Lower Parel,
Mumbai, Maharashtra 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 44th Annual General Meeting of the Company ("AGM") of Zee Entertainment Enterprises Limited, ("Company") held on Thursday, September 17, 2026 at 04:00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Dear Sir,

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 August 10, 2026, for the purpose of scrutinizing the remote e-voting prior to the AGM and e- voting during the AGM, pursuant to the Notice dated August 10, 2026, 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. 03/2025 dated September 22, 2025 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 44th 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.

3) The Notice dated August 10, 2026 along with statement setting out material facts under Section 102 of the Act and 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 Thursday, September 10, 2026 **("Cut-off Date")** were entitled to vote on the businesses as contained in the Notice. The voting period for remote e-voting commenced on Sunday, September 13, 2026 at 9:00 a.m. (IST) and ended on Wednesday, September 16, 2026 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.

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. Palak Jaiswani and Ms. Viddhi Shalia, being Senior Manager and Assistant Manager of Vinod Kothari & Company, Practicing Company Secretaries respectively. 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 facility during the AGM on the businesses 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 FAVOR" 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, August 22, 2026 in Business Standard in English language, and Navshakti 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 Report on the results of the voting through the e-voting process in respect of the following:

Sr. No.	**Type**	**Description of Resolution**
Ordinary Businesses		
1.	Ordinary Resolution	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and the Statutory Auditors thereon.
2	Ordinary Resolution	To declare the final dividend of Rs. 2/- per equity share for the financial year ended March 31, 2026
3	Ordinary Resolution	To appoint a Director in place of Mr. Saurav Adhikari (DIN: 08402010), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.
Special Businesses		
4	Ordinary Resolution	Ratification of Remuneration to Cost Auditors for financial year ended March 31, 2027
5	Special Resolution	Re-appointment of Ms. Deepu Bansal (DIN: 09497525) as an Independent Director of the Company
6	Special Resolution	Re-appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company

7	Special Resolution	Re-appointment of Dr. Venkata Ramana Murthy Pinisetti (DIN: 03483544) as an Independent Director of the Company
8	Special Resolution	Re-appointment of Mr. Shishir Babubhai Desai (DIN: 01453410) as an Independent Director of the Company

ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31 2026 and the reports of the Board of Directors and the Statutory 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
908	32,69,73,821	99.8084

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
78	6,27,557	0.1916

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 2: Ordinary Resolution

To declare the final dividend of Rs. 2/- per equity share for the financial year ended March 31, 2026.

(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
947	32,93,58,906	99.9050

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
45	3,13,103	0.0950

(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 (DIN: 08402010), Non-Executive Non-Independent Director, 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
777	30,33,94,872	92.2102

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
211	2,56,30,525	7.7898

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

SPECIAL BUSINESS:

Resolution 4: Ordinary Resolution

Ratification of Remuneration to Cost Auditors for financial year ended March 31, 2027.

(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	32,72,72,874	99.4794

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
113	17,12,589	0.5206

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 5: Special Resolution

Re-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
772	30,58,33,101	92.9513

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
212	2,31,91,916	7.0487

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 6: Special Resolution

Re-appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) 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
774	30,58,37,871	92.9522

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
210	2,31,89,304	7.0478

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 7: Special Resolution

Re-appointment of Dr. Venkata Ramana Murthy Pinisetti (DIN: 03483544) 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
743	25,83,48,598	78.5235

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
241	7,06,59,313	21.4765

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 8: Special Resolution

Re-appointment of Mr. Shishir Babubhai Desai (DIN: 01453410) 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
743	25,83,59,905	78.5210

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
242	7,06,72,915	21.4790

(iii) **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 all the above Resolutions have been passed with requisite majority on **September 17, 2026**.

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: September 17, 2026
Place: Mumbai

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

VINITA VENUGOPAL NAIR
Digitally signed by VINITA VENUGOPAL NAIR
Date: 2026.09.17 20:43:09 +05'30'

Ms. Vinita Nair
Joint Managing Partner
FCS: 10559
COP: 11902
UDIN: F010559H001524874

Countersigned

Ashish Ramesh Agarwal
Digitally signed by Ashish Ramesh Agarwal
Date: 2026.09.17 21:00:26 +05'30'

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