

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

PAN No - AAMFV6726E

GSTIN No. - 27AAMFV6726E1ZU

UdyogAadhaar Number – WB10D0000448

Date: July 24, 2019

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

Consolidated Report of Scrutinizer on Voting on all resolutions proposed at the of Thirty-Seventh Annual General Meeting (the “AGM”) of the Equity Shareholders of Zee Entertainment Enterprises Limited (the “Company”) held at Nehru Auditorium, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai – 400018 on Tuesday, the 23rd day of July, 2019 at 4:00 pm

Dear Sir,

In terms of the appointment letter dated 27th May, 2019 the undersigned, Mrs. Vinita Nair, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, having office at 403-406, 175 Shreyas Chambers, D.N. Road, Fort, Mumbai – 400 001, was appointed as scrutinizer to issue consolidated report on votes cast by remote e-voting and tablet voting on the Resolution(s) proposed at the AGM of the Company, held at Nehru Auditorium, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai – 400018 on Tuesday, the 23rd day of July 2019 at 04:00 pm.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules, 2014), in connection with all resolutions proposed at the AGM, the Company had provided remote e-voting facility through NSDL and facility of tablet voting at venue to the shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.

The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the cut-off date of Tuesday, 16th July, 2019 commenced on Friday 19th July, 2019 at 9:00 am and ended on Monday 22nd July, 2019 at 5.00 p.m.

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The Chairman of the AGM had announced that the facility for tablet voting at venue was made available at the meeting for voting by the equity shareholders of the Company as on cut-off date of 16th July, 2019 who had attended the AGM but could not vote using remote e-voting facility earlier.

Pursuant to Rule 20(xii) of the Rules, 2014, I unblocked the e-voting on NSDL website on July 23, 2019 in the presence of two witnesses, viz., Mr. Burhanuddin Dohadwala and Mr. Timothy Lopes, both being Executives of Vinod Kothari & Company, Practising Company Secretaries. These witnesses are not in the employment of the Company.

At the AGM, based on the report on votes cast by way of tablet voting made available by NSDL, I hereby report that 51 equity shareholders holding in aggregate 7,222 equity shares have cast votes on the proposed resolutions in the Notice of the AGM through tablet voting at venue.

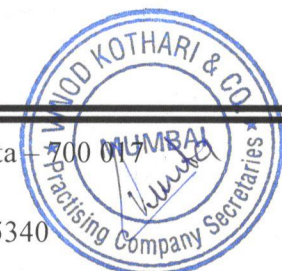
We hereby submit our Consolidated Report as under:

1. The details of votes cast (*both by remote e- voting and tablet voting at venue*) with respect to the proposed resolutions are given below:

Resolution No.	Total no. of votes cast by tablet voting at venue (1) (No. of shares)	Total no. of votes cast by remote e-voting (2) (No. of shares)	No. of votes taken to be invalid (3) (No. of shares)	Total number of valid votes cast by tablet voting at venue and remote e-voting [(1+2)-(3)] (No. of shares)
Resolution 1	7,222	834,874,925	0	834,882,147
Resolution 2	7,222	836,220,234	0	836,227,456
Resolution 3	7,222	836,220,249	0	836,227,471
Resolution 4	7,222	789,125,380	0	789,132,602
Resolution 5	7,222	836,220,249	0	836,227,471

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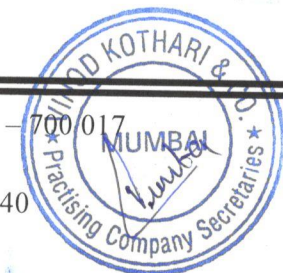
Total number of votes (no. of shares) in favour and/or against the resolutions cast by remote e-voting and tablet voting at venue respectively:

Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3	Resolution No. 4	Resolution No.5
Total votes in favour of resolution by remote e-voting	834,853,505	836,219,124	836,219,881	508,049,193	836,219,651
Total votes against the resolution by remote e-voting	21,420	1,110	368	281,076,187	598
Total votes cast in favour of resolution by tablet voting at venue	7,222	7,222	7,222	7,222	7,222
Total votes cast against the resolution by tablet voting at venue	0	0	0	0	0
<i>Nature of Resolution</i>	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary
<i>Total valid votes (remote e-voting + tablet voting at venue)</i>	834,882,147	836,227,456	836,227,471	789,132,602	836,227,471
<i>Total votes in favour</i>	834,860,727	836,226,346	836,227,103	508,056,415	836,226,873
<i>Total votes against</i>	21,420	1,110	368	281,076,187	598
<i>Result of voting</i>	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution

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2. The consolidated result in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the remote e-voting and tablet voting at venue on the resolutions put to vote at the AGM is enclosed as **Annexure I**.
3. The report on the remote e-voting, tablet voting at venue and all other relevant records such as authorizations and proxy papers were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Mumbai

For M/s Vinod Kothari & Company
Practising Company Secretaries



A handwritten signature in blue ink that reads "Vinita Nair".

Mrs. Vinita Nair
Partner
ACS: 31669;
COP: 11902

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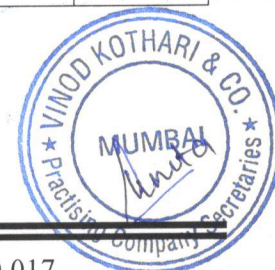
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Annexure 1

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, 2019 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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	340874660	340874660	100.0000	340874660	0	100.0000	0.0000
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340874660	100.0000	340874660	0	100.0000	0.0000
Public Institutions	E-Voting	565088881	483204672	85.5095	483183699	20973	99.9957	0.0043
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		483204672	85.5095	483183699	20973	99.9957	0.0043
Public Non Institutions	E-Voting	54518224	10795593	19.8018	10795146	447	99.9959	0.0041
	Tab		7222	0.0132	7222	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10802815	19.8150	10802368	447	99.9959	0.0041
Total		960481765	834882147	86.9233	834860727	21420	99.9974	0.0026



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Resolution Required : (Ordinary)			2 - Confirmation of Dividend(s) paid on the Preference Shares of the Company during, and for the financial year ended March 31, 2019.					
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	340874660	340874660	100.0000	340874660	0	100.0000	0.0000
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340874660	100.0000	340874660	0	100.0000	0.0000
Public Institutions	E-Voting	565088881	484316747	85.7063	484316747	0	100.0000	0.0000
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		484316747	85.7063	484316747	0	100.0000	0.0000
Public Non Institutions	E-Voting	54518224	11028827	20.2296	11027717	1110	99.9899	0.0101
	Tab		7222	0.0132	7222	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11036049	20.2428	11034939	1110	99.9899	0.0101
Total		960481765	836227456	87.0633	836226346	1110	99.9999	0.0001



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Resolution Required : (Ordinary)			3 - Declaration of Dividend of ` 3.50 per Equity Share for the financial year ended March 31, 2019.					
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	340874660	340874660	100.0000	340874660	0	100.0000	0.0000
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340874660	100.0000	340874660	0	100.0000	0.0000
Public Institutions	E-Voting	565088881	484316747	85.7063	484316747	0	100.0000	0.0000
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		484316747	85.7063	484316747	0	100.0000	0.0000
Public Non Institutions	E-Voting	54518224	11028842	20.2296	11028474	368	99.9967	0.0033
	Tab		7222	0.0132	7222	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11036064	20.2428	11035696	368	99.9967	0.0033
Total		960481765	836227471	87.0633	836227103	368	100.0000	0.0000



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Resolution Required : (Ordinary)		4 - Re-appointment of Mr. Subhash Chandra 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 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	340874660	340874660	100.0000	340874660	0	100.0000	0.0000
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340874660	100.0000	340874660	0	100.0000	0.0000
Public Institutions	E-Voting	565088881	437222478	77.3723	156584428	280638050	35.8134	64.1866
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		437222478	77.3723	156584428	280638050	35.8134	64.1866
Public Non Institutions	E-Voting	54518224	11028242	20.2285	10590105	438137	96.0271	3.9729
	Tab		7222	0.0132	7222	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11035464	20.2417	10597327	438137	96.0297	3.9703
Total		960481765	789132602	82.1601	508056415	281076187	64.3816	35.6184



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Resolution Required : (Ordinary)			5 - Ratification of remuneration payable to Cost Auditor for FY 2018-19.					
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	340874660	340874660	100.0000	340874660	0	100.0000	0.0000
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340874660	100.0000	340874660	0	100.0000	0.0000
Public Institutions	E-Voting	565088881	484316747	85.7063	484316747	0	100.0000	0.0000
	Tab		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		484316747	85.7063	484316747	0	100.0000	0.0000
Public Non Institutions	E-Voting	54518224	11028842	20.2296	11028244	598	99.9946	0.0054
	Tab		7222	0.0132	7222	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11036064	20.2428	11035466	598	99.9946	0.0054
Total		960481765	836227471	87.0633	836226873	598	99.9999	0.0001



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