

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
Udyog Aadhaar Number – WB10D0000448

Secretarial compliance report of Zee Entertainment Enterprises Limited for the year ended March 31, 2020

We have examined:

- (a) all the documents and records made available to us and explanation provided by Zee Entertainment Enterprises Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’);
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

Ph – 033 22817715; 033 22813742; 033 40010157

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- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
None			

Note:

1. The independent woman director of the Company resigned w.e.f. March 20, 2020. The Company appointed another independent woman director w.e.f. April 24, 2020. The Company appointed the independent director within the time prescribed under Reg. 25 (6) of Listing Regulations to fill the intermittent vacancy.

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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
None				

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- (e) The listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its statutory auditors vide addendum letter dated February 25, 2020 .

For M/s Vinod Kothari and Company
Practising Company Secretaries



VINITA
NAIR

Digitally signed by VINITA NAIR
DN: c=IN, st=Maharashtra,
2.5.4.20=82bae46370ff13e783f6326ca4719e1
55e70c3fb6190693818406d58f5266d9d,
postalCode=400066, street=A 604 Ashoka
tower chsl kulupwadi road BORIVALI EAST
NEAR SANJAY GANDHI NA KORNALPARK,
serialNumber=7bb9b19ecd49966534e6c44c1
2483fe282a0a566c0589996b398e0d110f5d5a4,
o=Personal, cn=VINITA NAIR,
pseudonym=394f886a0d6a6d49354bffb20ee
90dd1
Date: 2020.07.15 16:44:37 +05'30'

Vinita Nair

Senior Partner

Membership No.: F10559

CP No.: 11902

UDIN: F010559B000458061

Place: Mumbai

Date: July 15, 2020

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