

VINOD KOTHARI & COMPANY

Practicing Company Secretaries
403-406, 175 Shreyas Chambers, D. N. Road
Fort, Mumbai-400 001, India
email: corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300

Secretarial compliance report of Zee Entertainment Enterprises Limited for the year ended March 31, 2022

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, 2022 (“**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;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (till August 12, 2021);

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

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- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f August 13, 2021);
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (till August 15, 2021);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (w.e.f. August 16, 2021);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, 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 |
|--------------------------------|---|------------|---|
| Refer the Table under Para (c) | | | |

- (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 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. |
|---------|-----------------|---|---|---|
| 1. | SEBI | Disclosure of intimation under Regulation 30 of the | SEBI issued a Caution Letter on October 21, 2021 for delayed disclosure made to the stock | As advised in the Caution Letter, a copy of the same was placed before the Board of |

| 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. |
|---------|-----------------|----------------------|--|--|
| | | Listing Regulations | exchanges on September 13, 2021. SEBI cautioned and advised to ensure timeliness of disclosures. | Directors of the Company in the meeting held on November 11, 2021 and the Board took note of the same. |

* SEBI issued an advisory letter on June 17, 2021 to the Company to ensure compliance of various principles mentioned in the Listing Regulations, which has been noted and implemented by the Company.

(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 | | | | |

(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 & Company
Practicing Company Secretaries
Unique Code: P1996WB042300



Place: Mumbai
Date: May 20, 2022

Vinita Nair
Senior Partner
Membership No.: F10559
CP No.: 11902
UDIN: F010559D000351988
Peer Review Certificate No.:781/2020