



Extraordinary Together

March 15, 2024

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code Equity: 505537

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
NSE Symbol: ZEEL EQ

Dear Sir / Madam,

Sub: Intimation under Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') –Details of voting Results and Consolidated Report of the Scrutinizer on Postal Ballot Result

This is with reference to our disclosure dated February 13, 2024 wherein we have submitted the Postal Ballot Notice dated February 5, 2024 ('Notice') to seek approval of the Shareholders for appointment of, Mr. Uttam Prakash Agarwal (DIN: 00272983), Mr. Shishir Babubhai Desai (DIN: 01453410) and Mr. Venkata Ramana Murthy Piniseti (DIN: 03483544) as Independent Directors of the Company for the first term of three years i.e. from December 17, 2023 to December 16, 2026.

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, guidelines prescribed by the Ministry of Corporate Affairs through various Circular(s) and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Postal Ballot was conducted through remote e-voting process.

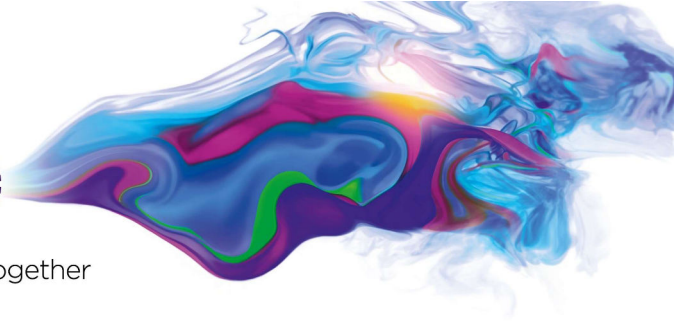
The remote e-voting process concluded today i.e., Friday, March 15, 2024, at 5:00 p.m. (IST), post which the Scrutinizer appointed for scrutiny of Postal Ballot process, Ms. Vinita Nair (Membership No. F10559), Senior Partner, M/s. Vinod Kothari & Co., Company Secretaries, has submitted her report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform that, the shareholders of the Company have duly passed the resolutions for appointment of, Mr. Uttam Prakash Agarwal (DIN: 00272983), Mr. Shishir Babubhai Desai (DIN: 01453410) and Mr. Venkata Ramana Murthy Piniseti (DIN: 03483544) as Independent Directors of the Company for the first term of three years i.e. from December 17, 2023 to December 16, 2026 with requisite majority.

In connection with the aforesaid and pursuant to Regulation 44(3) of the SEBI Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, please find enclosed the following:

1. Voting results of Postal Ballot conducted through remote e-voting process as **Annexure - 1**;
2. Consolidated Report of the Scrutinizer dated March 15, 2024, on remote e-voting, as **Annexure - 2**.



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The abovementioned voting results will also be available on the website of the Company at www.zee.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Zee Entertainment Enterprises Limited**

Ashish Agarwal
Company Secretary
FCS6669

Encl: As above



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Annexure - 1

Voting Results of Postal Ballot

(Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

| | |
|--|---|
| Date of Postal Ballot Notice | February 5, 2024 The remote e-voting period commenced on Thursday, February 15, 2024 from 9.00 a.m. (IST) and ended on Friday, March 15, 2024 at 5.00 p.m. (IST) |
| Total number of shareholders on cut-off date (i.e. Friday, February 9, 2024) | 591943 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing/Other Audio Visual Means: Promoters and Promoter Group Public | Not Applicable |

Zee Entertainment Enterprises Limited

| Resolution Required :Special | | 1 - Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent 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 | 38316284 | 38316284 | 100.0000 | 38316284 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 38316284 | 100.0000 | 38316284 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 525416594 | 437637663 | 83.2935 | 409077746 | 28559917 | 93.4741 | 6.5259 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 437637663 | 83.2935 | 409077746 | 28559917 | 93.4741 | 6.5259 |
| Public Non Institutions | E-Voting | 396786542 | 38963353 | 9.8197 | 1574451 | 37388902 | 4.0409 | 95.9591 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 38963353 | 9.8197 | 1574451 | 37388902 | 4.0409 | 95.9591 |
| Total | | 960519420 | 514917300 | 53.6082 | 448968481 | 65948819 | 87.1923 | 12.8077 |

Zee Entertainment Enterprises Limited

| Resolution Required :Special | | 2 - Appointment of Mr. Shishir Babubhai Desai (DIN: 01453410) as an Independent 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 | 38316284 | 38316284 | 100.0000 | 38316284 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 38316284 | 100.0000 | 38316284 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 525416594 | 463321197 | 88.1817 | 462921992 | 399205 | 99.9138 | 0.0862 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 463321197 | 88.1817 | 462921992 | 399205 | 99.9138 | 0.0862 |
| Public Non Institutions | E-Voting | 396786542 | 38964167 | 9.8199 | 1643750 | 37320417 | 4.2186 | 95.7814 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 38964167 | 9.8199 | 1643750 | 37320417 | 4.2186 | 95.7814 |
| Total | | 960519420 | 540601648 | 56.2822 | 502882026 | 37719622 | 93.0227 | 6.9773 |

Zee Entertainment Enterprises Limited

| Resolution Required :Special | | 3 - Appointment of Mr. Venkata Ramana Murthy Piniseti (DIN: 03483544) as an Independent 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 | 38316284 | 38316284 | 100.0000 | 38316284 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 38316284 | 100.0000 | 38316284 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 525416594 | 463321197 | 88.1817 | 375371388 | 87949809 | 81.0175 | 18.9825 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 463321197 | 88.1817 | 375371388 | 87949809 | 81.0175 | 18.9825 |
| Public Non Institutions | E-Voting | 396786542 | 38965220 | 9.8202 | 1632302 | 37332918 | 4.1891 | 95.8109 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 38965220 | 9.8202 | 1632302 | 37332918 | 4.1891 | 95.8109 |
| Total | | 960519420 | 540602701 | 56.2823 | 415319974 | 125282727 | 76.8254 | 23.1746 |

VINOD KOTHARI & COMPANY

Practicing 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

March 15, 2024

To,

Mr. R Gopalan,
Chairman,
Zee Entertainment Enterprises Limited,
18th Floor - A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai 400013,
India.

Sub: Scrutinizer's Report on Postal Ballot (e-voting) Results

Dear Sir,

- 1) I, Vinita Nair, Senior 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 Zee Entertainment Enterprises Limited (“the Company”) in terms of the appointment letter dated February 5, 2024, for the purpose of scrutinizing the e-voting process, pursuant to the Notice dated February 5, 2024, issued under Section 110 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 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with Circular No. 9/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as (“MCA Circulars”) and 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 special business by passing the resolution set out in the notice through Postal Ballot through electronic means.
- 2) The Notice dated February 5, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the resolution mentioned in the notice, as confirmed by the Company, was sent via email only to the Members whose e-mail addresses were available with the Company, RTA and Depositories as on Friday, February 9, 2024 (“Cut-off Date”).
- 3) The Company had availed the e-voting facility offered by NSDL for conducting e-voting by the shareholders of the Company.
- 4) The shareholders of the Company holding shares as on the Cut-off Date were entitled to vote on the resolutions as contained in the Notice. The voting period for e-voting on Postal Ballot commenced on Thursday, February 15, 2024 at 9:00 a.m. (IST) and ended on, Friday, March 15, 2024 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter. The votes cast under the e-voting facility were thereafter unblocked in the presence of two witnesses, viz., Ms. Aisha Begum Ansari and Mr. Avinash Shetty,

Kolkata: 1006 – 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata – 700017

Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

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

being Senior Manager and Assistant Manager of Vinod Kothari & Company, Practicing Company Secretaries. These witnesses are not in the employment of the Company.

- 5) I have scrutinized and reviewed the votes cast through e-voting 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 relating to e-voting on the Resolutions contained in the Notice.
- 7) My responsibility as the Scrutinizer of the voting process (through e-voting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favor and against the resolution stated in the Notice, based on the reports generated from the e-voting system provided by NSDL.
- 8) For those Members whose email IDs were not available, a Public Notice with regard to the Company's Postal Ballot Notice was published on Wednesday, February 14, 2024 in Business Standard, English, and Navshakti, Marathi, providing requisite information and contact details of the RTA for registering email IDs and queries on e-voting.
- 9) I, now submit my Scrutinizer Report on the results of the voting by Postal Ballot only through the e-voting process in respect of:

| Sr. No. | Type | Description of Resolution |
|----------------|-------------------------|---|
| 1. | As a Special Resolution | Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company. |
| 2. | As a Special Resolution | Appointment of Mr. Shishir Babubhai Desai (DIN: 01453410) as an Independent Director of the Company. |
| 3. | As a Special Resolution | Appointment of Mr. Venkata Ramana Murthy Piniseti (DIN: 03483544) as an Independent Director of the Company |

Resolution 1: Special Resolution**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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1897 | 44,89,68,481 | 87.1923 |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 487 | 6,59,48,819 | 12.8077 |

(iii) **Invalid** votes:

| Number of members voted | Number of votes declared invalid |
|-------------------------|----------------------------------|
| - | - |

Resolution 2: Special Resolution**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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1918 | 50,28,82,026 | 93.0227 |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 464 | 3,77,19,622 | 6.9773 |

(iii) **Invalid** votes:

| Number of members voted | Number of votes declared invalid |
|-------------------------|----------------------------------|
| - | - |

Resolution 3: Special Resolution**Appointment of Mr. Venkata Ramana Murthy Piniseti (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 |
|-------------------------|------------------------------------|---------------------------------------|
| 1887 | 41,53,19,974 | 76.8254 |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 491 | 12,52,82,727 | 23.1746 |

(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 that the above Resolutions have been passed with requisite majority.

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 Postal Ballot, to Mr. Ashish Agarwal, Company Secretary, for safe keeping.

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

VINITA
VENUGOPAL NAIR

Digitally signed by VINITA
VENUGOPAL NAIR
Date: 2024.03.15 19:27:08
+05'30'

Ms. Vinita Nair
Senior Partner

FCS: 10559

COP: 11902

UDIN: F010559E003590762

Date: March 15, 2024

Place: Mumbai

Countersigned

Ashish Agarwal
Company Secretary
Zee Entertainment Enterprises Limited