



Extraordinary Together

October 11, 2019

BSE Limited
National Stock Exchange of India Limited

Kind Attn.: Manager- Corporate Relationship

Dear Sirs,

Sub: Compliance for the half year ended September 30, 2019

**Re: Scrip Code: Equity - BSE 505537 & NSE - ZEEL EQ
Preference - BSE 717503 & NSE - ZEEL P2**

Enclosed please find Compliance Certificate as per Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in connection with listed Equity Shares and Preference Shares of the Company, from Mr Shravan A Gupta, Practicing Company Secretary.

Kindly acknowledge receipt.

For **Zee Entertainment Enterprises Limited**

M Lakshminarayanan
Chief Compliance Officer & Company Secretary



Encl: As above

Zee Entertainment Enterprises Limited

Regd. Office : 18th Floor, A-Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013, India.

P: +91 22 7106 1234 | F: +91 22 2300 2107 | CIN: L92132MH1982PLC028767 | www.zeeentertainment.com

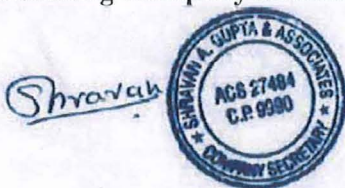
**COMPLIANCE CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI
LISTING OBLIGATIONS AND DISCLOSURE REGULATIONS, 2015
FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019**

I have examined Share transfer forms, Memorandum of transfers Registers files and relevant records relating to Equity Shares and Preference Shares of **M/s ZEE ENTERTAINMENT ENTERPRISES LIMITED** ('the Company') maintained by its Registrar and Share Transfer Agent (R&T Agent) M/s Link Intime India Private Limited at their office at C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083 for the period from April 1, 2019 to September 30, 2019 for the purpose of issuing the Certificate as per Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Based on such examination as well as information and explanations which were necessary and furnished to me for issuing my certificate and to the best of my knowledge and belief, I hereby certify that in my opinion the Registrar and Share Transfer Agent of the Company has during the half year ended on 30th September, 2019 delivered all certificates within the period prescribed under the Listing Regulations from the date of lodgment of complete set of documents for transfer, transmission, sub-division, consolidation and issuance of duplicate share certificate(s), if any.

Out of the total 960,481,765 Equity shares of Re 1 each, 959,284,393 Equity Shares have been dematerialized and out of **2,016,942,312** Preference Shares of Rs 6 each, **2,013,980,980** Preference shares have been dematerialized

Shravan A. Gupta & Associates
Practicing Company Secretary



Shravan A. Gupta
ACS: 27484, CP: 9990
UDIN A027484A000051706
Place: Mumbai
Date: 10th October, 2019