



Extraordinary Together

November 28, 2024

To,
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 Madam/Sir,

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') - Summary of proceedings, Details of voting Results and Consolidated Report of the Scrutinizer for the Annual General Meeting of the Equity Shareholders of the Company held on November 28, 2024

This is to inform you that the 42nd Annual General Meeting of the Company was held today, i.e. Thursday, November 28, 2024 at 4:00 p.m. through video conferencing/other audio visual means ('AGM') in accordance with the relevant circular(s) issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India for transacting the business(es) as mentioned in the Notice dated October 18, 2024 convening the AGM.

In this regard, please find enclosed the following:

1. Summary of proceedings of AGM pursuant to Regulation 30 and Part A of Schedule III of SEBI Listing Regulations as **Annexure - 1**;
2. Details of voting results of AGM pursuant to Regulation 44 of the SEBI Listing Regulations as **Annexure - 2**;
3. Consolidated Report of the Scrutinizer dated November 28, 2024, on remote e-voting and e-voting during AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 3**.

The abovementioned voting results will also be available on the website of the Company at <https://www.zee.com/regulatory-filings/#> 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

Zee Entertainment Enterprises Limited

Regd. Office : 18th Floor, A-Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013, India
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Annexure - 1

Summary of Proceedings of 42nd Annual General Meeting of the Company held on November 28, 2024

The 42nd Annual General Meeting of the Company was held on November 28, 2024 through Video Conferencing/Other Audio Visual Means ('AGM') in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time in this regard. The meeting commenced at 4:00 p.m. IST and concluded at 5.25 p.m. IST (including the time allowed for e-Voting at the Meeting).

Mr. R Gopalan, Chairperson of the Company, chaired the proceedings of the meeting. He welcomed all the Members, Directors, Auditors and other participants to the AGM.

The Chairperson informed the Members that the Company has taken all requisite steps to enable the Members to participate through Video Conference and vote at the AGM. The requisite quorum being present through Video Conference, the Chairperson called the meeting to order.

The Chairperson informed the Members that the Company had provided the remote e-voting facility to cast the votes electronically, on resolutions nos. 1 to 4 set forth in the Notice of the AGM. In view of the resignation of Mr. Punit Goenka as Managing Director of the Company, the resolution no. 5 of the AGM Notice proposing his reappointment as Managing Director became infructuous.

He further informed that the e-voting facility was also made available during the AGM for the benefit of Members who were present during the AGM and had not cast their votes earlier through remote e-voting.

All the Directors were present for the meeting through Video Conferencing from their respective locations. The representatives of the Statutory and Secretarial Auditors, Chief Financial Officer and the Company Secretary of the Company were also present through Video Conferencing. Thereafter, the Chairman called upon the names of the fellow board members and introduced them. All the members of the Board acknowledged their presence in the meeting.

Mr. Uttam Prakash Agarwal	Independent Director, Chairperson of Audit Committee and Member of Risk Management Committee
Mr. Shishir Babubhai Desai	Independent Director, Chairperson of Corporate Social Responsibility Committee and Member of Nomination & Remuneration Committee
Ms. Deepu Bansal	Independent Director, Member of Audit Committee and Stakeholders Relationship Committee
Mr. Venkata Ramana Murthy Piniseti	Independent Director, Chairperson of Nomination & Remuneration Committee and Stakeholders Relationship Committee
Mr. Saurav Adhikari	Non-Executive Non-Independent Director

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Mr. Punit Goenka	Director & Chief Executive Officer and Member of Corporate Social Responsibility Committee and Stakeholders Relationship Committee
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The Chairperson informed the Members that copies of various documents as detailed in the explanatory statement annexed to the notice of AGM were available for inspection electronically.

The Notice of AGM was taken as read with the permission of the members of the Company as the same was earlier circulated to the Members. Thereafter, the Company Secretary stated that the Reports from the Statutory and Secretarial Auditors did not contain any qualification, observation, or adverse comment.

The Chairperson then delivered his speech to the Members of the Company.

On Chairperson's request Mr. Punit Goenka, Director & CEO then addressed the Members of the Company which included highlights on business performance, outlook, etc. and conducted the balance proceedings of the meeting.

Thereafter, Mr. Punit Goenka opened the Question & Answer forum for the registered speakers to seek clarification or offer any comments related to the resolutions or financial statements and operations of the Company. Total 13 speaker shareholders raised queries/made comments on the financial performance and other relevant matters for which necessary clarifications and responses were provided by Mr. Punit Goenka.

Afterwards, the Company Secretary informed the Members that Ms. Vinita Nair (Membership No. F10559), Senior Partner, M/s Vinod Kothari & Co., Company Secretaries has been appointed as scrutinizer for scrutiny of the votes cast through the remote e-voting platform and e-voting during the Meeting in a fair and transparent manner. He further stated that Consolidated results of remote e-voting and e-voting during the Meeting will be announced and uploaded on websites of the Company and NSDL and the same shall also be intimated to the Stock Exchanges within the prescribed timelines.

Mr. Ashish Agarwal, Company Secretary thanked the Directors and Members of the Company and declared the meeting as closed.

The following items of business, as per the Notice of AGM dated October 18, 2024, were transacted at the AGM:

Item No.	Details of the Resolution(s)	Type of Resolution (Ordinary/ Special)
Ordinary Business		
1	To adopt the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the financial year 2023-24	Ordinary
2	To declare dividend of Re. 1/- per equity share for the financial year ended March 31, 2024	Ordinary
3	To appoint a Director in place of Mr. Punit Goenka, Director (DIN: 00031263), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary

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Special Business		
4	Ratification of Remuneration to Cost Auditors	Ordinary

Post the conclusion of the e-voting during the Meeting, the Scrutinizers' report was received.

Except for the Resolution No. 3 all the aforesaid resolutions were passed with requisite majority. Resolution No. 3 failed to get requisite majority of votes as required under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

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

Ashish Agarwal
Company Secretary
FCS6669

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Annexure - 2

Voting Results of 42nd Annual General Meeting of the Company held on November 28, 2024
(Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date of Annual General Meeting	November 28, 2024
Total number of shareholders on cut-off date (i.e. Thursday, November 21, 2024)	716960
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	9 144

Zee Entertainment Enterprises Limited								
Resolution Required : Ordinary			1 - To adopt the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the financial year 2023-24					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
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	371535476	343534283	92.4634	342322483	1211800	99.6473	0.3527
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		343534283	92.4634	342322483	1211800	99.6473	0.3527
Public Non Institutions	E-Voting	550667660	66314095	12.0425	17180688	49133407	25.9080	74.0920
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		66314095	12.0425	17180688	49133407	25.9080	74.0920
Total		960519420	448164662	46.6586	397819455	50345207	88.7664	11.2336



Zee Entertainment Enterprises Limited								
Resolution Required :Ordinary			2 - To declare dividend of Re 1/- per equity share for the financial year ended March 31, 2024					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
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	371535476	344151280	92.6295	344128751	22529	99.9935	0.0065
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		344151280	92.6295	344128751	22529	99.9935	0.0065
Public Non Institutions	E-Voting	550667660	70753383	12.8487	60000294	10753089	84.8020	15.1980
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		70753383	12.8487	60000294	10753089	84.8020	15.1980
Total		960519420	453220947	47.1850	442445329	10775618	97.6224	2.3776



Zee Entertainment Enterprises Limited								
Resolution Required : Ordinary			3 - To appoint a Director in place of Mr. Punit Goenka, Director (DIN: 00031263), who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=\frac{(2)}{(1)}*100$	No. of Votes – In favour	No. of Votes –Against	% of Votes In favour on votes polled $(6)=\frac{(4)}{(2)}*100$	% of Votes against on votes polled $(7)=\frac{(5)}{(2)}*100$
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	371535476	276303252	74.3679	144824397	131478855	52.4150	47.5850
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		276303252	74.3679	144824397	131478855	52.4150	47.5850
Public Non Institutions	E-Voting	550667660	71956356	13.0671	8372284	63584072	11.6352	88.3648
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		71956356	13.0671	8372284	63584072	11.6352	88.3648
Total		960519420	386575892	40.2465	191512965	195062927	49.5408	50.4592



Zee Entertainment Enterprises Limited

Resolution Required : Ordinary		4 - Ratification of Remuneration to Cost Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
	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	371535476	344149239	92.6289	344149239	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		344149239	92.6289	344149239	0	100.0000	0.0000
Public Non Institutions	E-Voting	550667660	71761793	13.0318	42875776	28886017	59.7474	40.2526
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		71761793	13.0318	42875776	28886017	59.7474	40.2526
Total		960519420	454227316	47.2898	425341299	28886017	93.6406	6.3594



VINOD KOTHARI & COMPANY

Practicing Company Secretaries

403 – 406, Shreyas Chambers, 175, Dr. D. N. Road,

Fort, Mumbai – 400 001, India

Phone: 022 - 40056953 | 022 - 6237 0959

Email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

November 28, 2024

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

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting carried out, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 42nd Annual General Meeting (“AGM”) of the Equity shareholders of Zee Entertainment Enterprises Limited, (“Company”) held on Thursday, 28th September, 2024 at 04:00 p.m. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

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 the Company at its meeting held on October 18, 2024, for the purpose of scrutinizing the remote e-voting prior to the AGM and e-voting during the AGM, pursuant to the Notice dated October 18, 2024 issued under Section 96, Section 108 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 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with General Circular No. 9/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as (“**MCA Circulars**”) and as per Regulation 44 of 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 ordinary and special businesses as contained in the Notice of the AGM.
2. In view of the resignation of Mr. Punit Goenka from the office of Managing Director with effect from November 18, 2024 and withdrawal of his consent for re-appointment as Managing Director, the resolution no. 5 proposing his re-appointment became infructuous.

3. In terms of Regulation 44 of the Listing Regulations and pursuant to Section 108 of the Act read with Rule 20 of the Rules in connection with resolution nos. 1 to 4 proposed at the 42nd AGM, the Company has availed services of National Securities Depository Limited (“NSDL”) and provided remote e-voting facility prior to the AGM and e-voting facility during the AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
4. The Notice dated October 18, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the businesses mentioned in the notice, as confirmed by the Company, was sent via email to the Members whose e-mail addresses were available with the Company, RTA and Depositories.
5. The shareholders of the Company holding shares as on Thursday, November 21, 2024 (“**Cut-off Date**”) were entitled to vote on the resolution nos. 1 to 4 as contained in the Notice. The voting period for remote e-voting commenced on Sunday, November 24, 2024 at 9:00 a.m. (IST) and ended on Wednesday, November 27, 2024 at 5:00 p.m. (IST) and the NSDL remote e-voting module was disabled thereafter. The NSDL e-voting platform was re-opened during the AGM for those members who had not cast their votes on the resolution nos. 1 to 4 as contained in the Notice through remote e-voting and kept open for 15 minutes after the AGM.
6. The votes cast under remote e-voting facility and e-voting during the AGM were thereafter unblocked in the presence of two witnesses, viz., Ms. Palak Jaiswani and Ms. Sakshi Patil, being Manager and Executive of Vinod Kothari & Company, Practicing Company Secretaries respectively. These witnesses are not in the employment of the Company.
7. I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM 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.
8. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and the MCA Circulars and the Listing Regulations relating to remote e-voting and e-voting during the AGM on the resolution nos. 1 to 4 as contained in the Notice.
9. My responsibility as the Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast “IN FAVOUR” and “AGAINST” the businesses stated in the Notice, based on the reports generated from the NSDL e-voting system.
10. For those Members whose email IDs were not available, a Public Notice with regard to the Company’s Annual General Meeting was published on Thursday, October 24, 2024 in Business Standard in English language, and Navshakti in Marathi language, *inter-alia* providing requisite information and contact details for registering email IDs and queries on e-voting.
11. I, now submit my Scrutinizer Report on the results of the voting through the e-voting process in respect of the following:

Sr. No.	Type	Description of Resolution
Ordinary Business		
1.	Ordinary	To adopt the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the financial year 2023-24.
2.	Ordinary	To declare dividend of Rs. 1/- per equity share for the financial year ended March 31, 2024.
3.	Ordinary	To appoint a Director in place of Mr. Punit Goenka, Director (DIN: 00031263), who retires by rotation and being eligible, offers himself for re-appointment.
Special Business		
4.	Ordinary	Ratification of Remuneration to Cost Auditors for the financial year 2024-2025.

ORDINARY BUSINESS:**Resolution 1: Ordinary Resolution**

To adopt the Audited Standalone and Consolidated Financial Statements and Report of the Board of Directors and Auditors thereon for the financial year 2023-24

(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
1321	39,78,19,455	88.7664

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
498	5,03,45,207	11.2336

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 2: Ordinary Resolution

To declare dividend of Rs. 1/- per equity share for the financial year ended March 31, 2024.

(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
1593	44,24,45,329	97.6224

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
235	1,07,75,618	2.3776

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Punit Goenka, Director (DIN: 00031263), who retires by rotation and being eligible, offers himself for re-appointment.

(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
846	19,15,12,965	49.5408

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
998	19,50,62,927	50.4592

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

SPECIAL BUSINESS:**Resolution 4: Ordinary Resolution**

Ratification of Remuneration to Cost Auditors for the financial year 2024-2025.

(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
1302	42,53,41,299	93.6406

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
519	2,88,86,017	6.3594

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

12. Figures have been taken upto four decimal places.

In view of the above scrutiny as the number of votes cast in favour of the resolution was more than the number of votes cast against, I hereby certify that the Ordinary Resolutions with regard to resolution nos. 1, 2 and 4 are passed with requisite majority on **November 28, 2024**. Further, Ordinary Resolution with regard to resolution no. 3 has not been passed with requisite majority.

13. 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 AGM, to Mr. Ashish Agarwal, Company Secretary, for safe keeping.

Date: November 28, 2024
Place: Mumbai

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

Countersigned

Ashish Agarwal
Company Secretary
Membership No: F6669
Zee Entertainment Enterprises Limited

Vinita Nair
Senior Partner
FCS: 10559
COP: 11902
UDIN: F010559F003046911