



Extraordinary Together

April 10, 2019

BSE Limited
National Stock Exchange of India Limited

Kind Attn.: Manager- Corporate Relationship

Dear Sirs,

Sub: Compliances for the quarter and half year ended March 31, 2019

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

Enclosed please find the following Certificates for the quarter and half year ended March 31, 2019:

- 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 Satish Shah, Practicing Company Secretary; and
- Reconciliation of Share Capital Audit Report, in compliance with the requirements of Depositories Act, 1996, issued by Mr. Satish Shah, Practicing Company Secretary, confirming reconciliation of issued & listed Equity and Preference Share Capital of the Company as at March 31, 2019.

Kindly acknowledge receipt.

For **Zee Entertainment Enterprises Limited**

M Lakshminarayanan
Chief Compliance Officer & Company Secretary



Encl: As above

Zee Entertainment Enterprises Limited

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B-2/201, Lok Everest, Jata Shankar Dosa Road,
Mulund West, Mumbai - 400 080.

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E-mail: satshah@gmail.com



Satish K. Shah
B.A., LL.B. FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

COMPLIANCE CERTIFICATE

I have examined the relevant Books and 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 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').

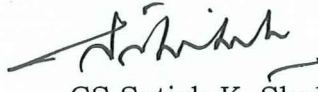
Based on such examination as well as information and explanations which were necessary and furnished to me for issuing my certificate and to the best of my knowledge and belief, I hereby certify that in my opinion the Registrar and Share Transfer Agent of the Company has during the half year ended on 31st March, 2019 delivered all certificates within the period prescribed under the Listing Regulations from the date of lodgment of complete set of documents for transfer, sub-division, consolidation and issuance of duplicate share certificate(s), if any.

During the quarter under review, consequent to partial redemption of Listed Preference Shares to the extent of Rs 2 per share, the Company had cancelled all existing Preference Share Certificates of Rs 8 each and issued Preference Share Certificates of Rs 6 each.

Out of the total **960,466,500** Equity shares of Re 1 each, **959,216,264** Equity Shares have been dematerialized and out of **2,016,942,312** Preference shares of Rs 6 each, **2,013,894,910** Preference shares have been dematerialized.

Place: Mumbai
Date: April 08, 2019




CS Satish K. Shah
Company Secretary in practice