

# VINOD KOTHARI & COMPANY

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

## Secretarial compliance report of Zee Entertainment Enterprises Limited for the year ended March 31, 2021

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, 2021 (“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;

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- (d) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) 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
None*			

**\*Note:** In the Board meeting held on July 24, 2020, due to uncertainty of impact of COVID 19, the management had decided not to recommend any dividend on the equity shares of the Company, for the financial year ended March 31, 2020,.. Consequently, the intimation of the above Board Meeting filed with the Stock Exchanges provided only for consideration of financial results. However, with a view to maintain the track record of dividend paying company, the Board of Directors in the said meeting recommended and approved token dividend of Rs. 0.30 per equity share. The Company has complied with the monetary stipulation of National Stock Exchange of India Limited (“NSE”), in accordance with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020. The Company is awaiting confirmation from BSE Limited.

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- (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 my/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.	NSE	Non-submission of prior intimation under Reg. 29 of the Listing Regulations regarding board meeting where proposal for recommendation of divided was considered.	A fine of Rs. 10,000/- was levied by NSE.	Refer Note above.

- (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				

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- (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



A handwritten signature in blue ink, appearing to read "Vinita Nair".

**Vinita Nair**  
**Senior Partner**

**Membership No.: F10559**

**CP No.: 11902**

**UDIN: F010559C000341769**

**Peer Review CertificateNo.:781/2020**

**Place: Mumbai**

**Date: May 19, 2021**