August 24, 2026

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

Dear Madam /Sirs,

**Sub: Submission of Certificate obtained from Statutory Auditors in terms of Regulation 169(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations')**

Pursuant to Regulation 169(5) of the ICDR Regulations, please find enclosed a certificate obtained from M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013), Statutory Auditors of the Company, certifying that the Company is in compliance with Regulation 169(4) of ICDR Regulations.

This is for your information and records.

Thanking you,

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

Ashish Ramesh Agarwal
Digitally signed by Ashish Ramesh Agarwal
Date: 2026.08.24 19:47:56 +05'30'

Ashish Agarwal
Company Secretary
FCS6669

Encl: As above

**Walker Chandiok & Co LLP**

42nd Floor,
Building Commerz III, International
Business Park, Oberoi Garden City,
Off Western Express Highway,
Goregaon (East),
Mumbai-400063

T +91 22 6626 2699

**Independent Auditor's Certificate pursuant to the requirement of regulation 169(5) of Part VI of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended)**

To,
The Board of Directors
**Zee Entertainment Enterprises Limited**
18th Floor,
A wing, Marathon Futurex,
N.M Joshi Marg,
Mumbai - 400013

1. This certificate is issued in accordance with the terms of our engagement letter dated 21 August 2026 with Zee Entertainment Enterprises Limited ('the Company' or 'the Issuer').

2. The accompanying statement containing details of receipt of consideration towards allotment of fully convertible warrants (the 'warrants') issued to Sunbright Mauritius Investments Limited ('SMIL') (referred to as the 'Allottee') as approved by the Board of Directors of the Company in its meeting held on 01 July 2026 and subsequently by the members of the Company in its extraordinary general meeting held on 31 July 2026 and confirming compliance with the requirements of Regulation 169(4) of Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (the 'ICDR Regulations') (the 'statement') has been prepared by the Company's management for the purpose of submission along with this certificate to BSE Limited (the 'stock exchange' or 'BSE") pursuant to the requirements of Regulation 169(5) of the ICDR Regulations. We have initialed the statement for identification purposes only.

**Management's Responsibility for the Statement**

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The management is also responsible for ensuring the following:

    a. the consideration for the warrants and specified securities is received from the Allotee's bank account;
    b. maintenance of relevant records and documents in relation to point (a) above;
    c. compliance with the requirements of the ICDR Regulations; and
    d. providing all relevant information to Securities and Exchange Board of India (the 'SEBI') and the BSE.

WALKER CHANDIOK & CO LLP
MUMBAI
CHARTERED ACCOUNTANTS

**Auditor's Responsibilities**

5. Pursuant to the requirements of Regulation 169(5) of the ICDR Regulations, it is our responsibility to provide limited assurance in the form of a conclusion as to whether anything has come to our attention that causes us to believe that the following details, as stated in the Statement, are, in all material respects, not in agreement with underlying books of accounts and other relevant records and documents maintained by the Company:

   a. The aforesaid consideration has been received from the Allottee's bank account and the relevant documents in this respect, including records of bank account statements of the Allottee regarding subscription money received from their bank accounts, are maintained by the Company as on 21 August 2026, in compliance with Regulation 169(4) of the ICDR Regulations; and

   b. the Company has complied with the requirements of Chapter V of the ICDR Regulations including sub-regulation (4) and (5) of Regulation 169 of the ICDR Regulations.

6. We conducted our examination of the statement for the purpose of this certificate in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard of Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedures selected depend on the auditor's judgment, including the assessment of areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to the Statement:

   a. Obtained the certified copy of the resolution passed at the meeting of the Board of Directors held on 01 July 2026 in respect of the preferential issue of warrants;

   b. Obtained the certified copy of the special resolution passed by the members of the Company in its extraordinary general meeting held on 31 July 2026 in relation to the preferential issue of warrants;

   c. Obtained the copy of Permanent Account Number (PAN) of the Allottees from the management;

   d. Obtained details of allotment of warrants including details of the Allottee from the management. Also, obtained details of the consideration received against the aforementioned allotments;

   e. Obtained the certified copy of the resolution passed at the meeting of the preferential Issue and Allotment committee held on 21 August 2026 for allotment of warrants;

   f. Obtained bank statement of the Company and the Allottee as provided by the management and ensured that the consideration has been received from the Allottee bank account and have also verified the consideration received towards preferential issue with the bank statement of the Allottee. Further, we have only relied on the information obtained from the management in this regard, and have not performed any independent confirmation procedures;

   g. Obtained inward remittance email received from the recipient's bank confirming the receipt from the allottee;

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h. Conducted relevant management enquiries and obtained necessary representations from the management of the Company.

**Conclusion**

9. Based on the procedures performed as above, evidence obtained, and the information and explanations provided to us, along with representations provided to us by the management, nothing has come to our attention that causes us to believe that the following details, as stated in the Statement, are, in all material respects, not in agreement with underlying books of accounts and other relevant records and documents maintained by the Company:

    a. The aforesaid consideration has been received from the Allottee's bank account and the relevant documents in this respect, including records of bank account statements of the Allottee regarding subscription money received from their bank accounts, are maintained by the Company as on 21 August 2026, in compliance with Regulation 169(4) of the ICDR Regulations; and

    b. the Company has complied with the requirements of Chapter V of the ICDR Regulations including sub-regulation (4) and (5) of Regulation 169 of the ICDR Regulations.

**Restriction on distribution or use**

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with regulation 169(5) of the ICDR Regulations and the checklist. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

11. The certificate is addressed to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of Regulation 169(5) of the ICDR Regulations and the checklist, which require the Company to submit this certificate to BSE, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/N500013

**Anuj Chaudhary**
Partner
Membership No.: 147657

**UDIN:** 26147657NJYZGA1788

**Place**: Mumbai
**Date**: 24 August 2026

**Statement of details of receipt of consideration towards allotment of fully convertible warrants (the 'warrants') issued to Sunbright Mauritius Investments Limited ('SMIL') (referred to as the 'Allottee') as approved by the Board of Directors of the Company in its meeting held on 01 July 2026 and subsequently by the members of the Company in its Extraordinary General Meeting held on 31 July 2026, and confirming compliance with the requirements of Regulation 169(4) of Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (the 'ICDR Regulations')**

Details of receipt of consideration amount towards issue of fully convertible warrants and confirming compliance with the requirements of Regulation 169(4) of Part VI of Chapter V of the SEBI ICDR Regulations, in respect of the issue of fully convertible warrants.

| Name of allotee | Category | Total number of warrants allotted | Warrant issue Price of each warrant (Rs.)# | Total amount received at the time of allotment of warrants (on or before 21st August 2026) (Rs.)* | Recipient's bank details | PAN of allottee | Allottees bank details |
|---|---|---|---|---|---|---|---|
| Sunbright Mauritius Investment Limited | Promoter Group Entity | 20,94,47,805 | 126 | 659,76,05,857.50 | ICICI Bank Limited | ABKCS2544P | SBM Bank (Mauritius) Ltd |

# Total of Subscription price of Rs. 31.50 and Exercise price of Rs. 94.50 each.

*upfront consideration received for subscription price of Rs. 31.50 for each warrant (being 25% of warrant issue price for each warrant)

**For and on behalf of Zee Entertainment Enterprises Limited**

**Ashish Agrawal**
**Company Secretary**

Zee Entertainment Enterprises Limited Mumbai

Walker Chandiok & Co LLP Mumbai Chartered Accountants

**Date:** 24th August 2026
**Place:** Mumbai