

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA

[SETTLEMENT ORDER No. – SO/VV/AS/2023-24/6980]

In respect of:

Zee Entertainment Enterprises Ltd

In the matter of Zee Entertainment Enterprises Ltd

1. Zee Entertainment Enterprises Ltd. (hereinafter referred to as '**Company**' or '**Applicant**') is a company listed on the Bombay Stock Exchange (hereinafter referred to as '**BSE**') and National Stock Exchange India Limited (hereinafter referred to as '**NSE**'). SEBI conducted an examination in the scrip of Applicant, to ascertain any possible violation of the provisions of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as '**SEBI Act**'), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('**PIT Regulations**'), and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as '**SAST Regulations**') during January 01, 2019 to December 26, 2019 (hereinafter referred to as '**Examination Period**') by Applicant.
2. SEBI in its examination report observed that Applicant has made delayed disclosure (54 days in 3 instances and 27 days in 2 instances) to Exchanges *w.r.t.* to invocation of pledged shares. Therefore, it was alleged that applicant has violated regulation 7(2)(b) of the PIT Regulations. Accordingly, SEBI has initiated adjudication proceedings under section 15A(b) of the SEBI Act against the Applicant.
3. In view of the above, it was decided to inquire into and adjudicate upon the alleged violations as aforesaid and vide communique dated January 21, 2020, Mr K Saravanan was appointed as Adjudicating Officer ('**AO**') to conduct the adjudication proceedings in the manner specified under

Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as '**Adjudication Rules**') and impose such penalty on the Noticees, as deemed fit, in terms of Rule 5 of the Adjudication Rules and Section 15A(b) of the SEBI Act. Pursuant to transfers and internal structuring, following officials have been appointed as the AO one after another by the competent authority: Mr. Parag Basu (vide *communique* dated July 14, 2021) Mr. Prasanta Mahapara (vide *communique* dated March 11, 2022), Ms Asha Shetty (vide *communique* dated June 07, 2022). Accordingly, in terms of Rule 4(1) of the Adjudication Rules, the notice to show cause notice dated July 15, 2022 (hereinafter referred to as '**SCN**') was issued to the Applicant. Thereafter, pursuant to internal re-allocation of cases, undersigned has been appointed as the Adjudicating Officer vide communication order dated October 06, 2022. It has been advised that except for the change of the Adjudicating Officer, the other terms and condition of the original orders (whereby the aforesaid Adjudicating Officers was appointed) '*shall remain unchanged and shall be in full force and effect*'. It has also been advised that '*I should proceed in accordance with the terms of reference made in the original orders*'.

4. Pending the instant proceedings commenced by the SCN dated July 15, 2022, Applicant has filed Settlement Applications bearing no. 6980/2022 respectively with SEBI in terms of SEBI (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as '**Settlement Regulations**') proposing to settle the pending proceedings, without admitting or denying the findings of fact and conclusions of law, through a Settlement Order.
5. The authorized representative of the Applicants had a meeting with the Internal Committee of SEBI on January 10, 2023, wherein, the settlement terms were deliberated. Thereafter, the IC had deliberated on all applicable base values and recommended Rs 7,00,000/- (Rupees Seven Lakh Only) to Applicant towards full and final settlement of alleged default contained in the SCN. Accordingly, vide revised settlement terms dated January 11, 2023, Applicant proposed settlement amount of Rs 7,00,000/- (Rupees Seven Lakh Only) as settlement amount.
6. The High Powered Advisory Committee on Settlement ('**HPAC**') considered the proposed settlement terms on February 22, 2023 and accordingly, recommended the settlement of instant proceedings upon payment of Rs 7,00,000/- (Rupees Seven Lakh Only) to Applicant towards settlement amount. The Panel of Whole Time Members of SEBI approved and accepted the said recommendation of the HPAC on April 03, 2023 and the same was communicated to the

Applicants vide e-mail dated April 28, 2023. Pursuant to the same, Applicants vide email dated May 03, 2023 informed that the remittance of the settlement amount has been made towards settlement amount.

7. Accordingly, in terms of Regulation 23(1) and Regulation 28 of the Settlement Regulations, it is hereby ordered that the instant adjudication proceedings initiated against the Applicants vide SCN dated July 15, 2022 are disposed of in terms of the above accepted settlement terms. The summary of settlement proceedings is mentioned below:

	Deliberation in the meeting of IC on	HPAC considered the proposed settlement terms on	Panel of WTM approved and accepted the said recommendation of the HPAC on	Settlement Amount paid
Applicant	January 10, 2023	February 22, 2023	April 03, 2023	Rs 7,00,000/- (Rupees Seven Lakhs Only)

8. This order is without prejudice to the right of SEBI to take any enforcement action including restoring or initiating the proceedings in respect to which this settlement order is passed, if:
- any representations made by the Applicants in the Settlement Proceedings are subsequently found to be untrue; or
 - the Applicants breaches any of the clauses /conditions of undertakings/ waivers filed during the Settlement Proceedings.
9. This settlement order shall come into force with immediate effect. In terms of Regulation 25 of the Settlement Regulations, copy of this order is sent to the Applicants and shall also be published on the website of SEBI.

Date: June 21, 2023

Place: Mumbai

Vijayant Kumar Verma

Adjudicating Officer