

Date: 25th April 2025

**To
The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Wing,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400001
BSE Security Code: 538579**

SUB: OUTCOME OF BOARD MEETING HELD ON 25TH APRIL 2025

Respected Sir/Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 (as amended), we would like to inform you that a meeting of the Board of Directors of the Company was held today to review the operations of the Company, general corporate matters and to consider and transact the following:

1. Proposal for increase in Authorised Share Capital of the Company and related alterations to the Capital Clause of the Memorandum of Association.

The Board has approved a proposal to **increase the Authorised Share Capital** of the Company from **₹ 8,00,00,000 to ₹ 31,00,00,000**, divided into 3,10,00,000 equity shares of ₹10 each subject to the approval of the shareholders.

Consequently, the Board has also approved the **alteration of Clause V (Capital Clause) of the Memorandum of Association** of the Company to reflect the revised authorised share capital, in accordance with the provisions of Section 13, 61, and other applicable provisions of the Companies Act, 2013, and rules framed thereunder.

Necessary resolutions in this regard will be placed before the shareholders for their approval through postal ballot in compliance with applicable laws.

2. To consider the Object related to Sports Clause of the Memorandum and Articles of Association.

- Media Networking Platform & Movie Recommendation Engine

We are developing a cutting-edge networking platform tailored for media professionals, designed to foster collaboration, knowledge-sharing, and industry growth. In parallel, our AI-powered movie recommendation engine enhances user experience by delivering personalized content suggestions.

ZINEMA MEDIA & ENTERTAINMENT LIMITED

Registered Office - Third Floor, B Block, Work EZ, 147, Pathari Road, Thousand Lights, Chennai - 600006

CIN: L24241TN1984PLC096136

Email id: trivikramindustries@gmail.com; Tel: 044-48679669; Fax: 044-42134333

website: www.zinema.co.in

- Sports Broadcasting

We have actively broadcasted a wide range of sports events, with a particular focus on popular sports such as cricket and kabaddi, reaching diverse audiences through our television network.

- Digital Expansion

With a strong push into digital media, we are expanding our presence across online platforms to maximize audience engagement and broaden our market reach.

- Zinema Sports Channels

Our television portfolio includes a robust lineup of sports channels under the Zinema Sports brand, delivering high-quality sports content to viewers across the nation.

- Cinema Infrastructure Development

We are investing in the development of movie halls and cinema theatres, bringing state-of-the-art cinematic experiences to communities.

- Digital Platform Creation

We are building comprehensive digital platforms to serve as hubs for entertainment, content streaming, and user interaction.

- Music and Musical Content Production

Our ventures include the creation and production of music content, aiming to nurture talent and enrich the entertainment ecosystem with diverse musical offerings.

3. Preferential Issue of Equity Shares

Subject to approval of the shareholders and such other regulatory and / or statutory approvals, as may be applicable, the Board has approved to issue, offer and allot up to 11000000 Equity Shares of Face Value of Rs. 10/- each aggregating to Rs. 11,00,00,000/-, on a preferential basis to the "Proposed Allottees" as specified in **Annexure - 3A** all of whom are neither the promoters or members of the promoter group of the company, in accordance with the applicable provisions of Companies Act, 2013 and the rules made thereunder, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws.

The Relevant Date, in terms of provision of ICDR Regulations for determining the Floor Price of the Preferential Issue is Monday, 26th August, 2024.

The Details regarding the issuance of securities as required to be disclosed under Regulation 30 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are set out in **Annexure-3B**.

4. Acquisition of M/s Premier Futsal Management Private Limited

In compliance with the order passed by the Hon'ble NCLT Bench, Chennai, the Board approved the acquisition of M/s Premier Futsal Management Private Limited ("Target Company") through the implementation of a resolution plan under the provisions of the Insolvency and Bankruptcy Code, 2016.

As part of the resolution plan approved by the Hon'ble NCLT Bench, and in consideration of the extinguishment of claims of the creditors, the Board has also approved the **allotment of 2499000 equity shares of face value of ₹10 each at a price of ₹ 10 per share on a preferential basis to the members of the Committee of Creditors (COC)** of the Target Company, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI ICDR Regulations.

The above acquisition and share allotment are subject to approvals of shareholders.

5. Proposal for acquisition of up to 60% equity in M/s Bontyme Technologies Private Limited through allotment of shares of the company to the shareholders of M/s Bontyme Technologies Private Limited

The Board approved a proposal to acquire up to 60% of the equity share capital of **M/s Bontyme Technologies Private Limited** ("Target Company"), a private limited company engaged in Focusing on creating a networking platform for media professionals and movie recommendation engine.

The acquisition is proposed to be carried out through a **share swap arrangement**, wherein the shareholders of M/s Bontyme Technologies Private Limited shall be allotted equity shares of Zinema Media & Entertainment Limited on a preferential basis, in accordance with applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, and other relevant laws.

6. Allotment of 1,00,000 equity shares to M/s Tulsea Media Private Limited on a strategic basis against consulting services.

The Board has approved the allotment of 1,00,000 (One Lakh) equity shares of face value ₹10 each to M/s Tulsea Media Private Limited in consideration of the consulting and strategic advisory services rendered by them to the Company.

The shares are being allotted at a face value of ₹ 10 per share, determined in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018.

This strategic allotment is being made in line with the Company's efforts to strengthen its long-term advisory and partnership ecosystem and is subject to applicable regulatory and statutory approvals, as may be required.

7. Appointment of Mr. Dinesh A Chief Financial Officer (CFO) of the Company w.e.f 01st May 2025. Brief Profile is enclosed as **Annexure-VII**
8. Appointment of Mrs Shivani Marda (Din No: 10801046) and Mrs Uma Maheswari (Din No: 08597408) as an Additional-Non-Executive Independent Directors of the company. Brief Profile is enclosed as **Annexure-VIII**
9. Appointment of Mr Nilesh Kumar Banka as the Company Secretary & Compliance officer of the company

Upon the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors, have approved the appointment of Mr. Nilesh Kumar Banka (A75792) as the Company Secretary and Compliance Officer of the Company, with effect from May 01, 2025. Accordingly, as per the provisions of Section 203 of the Act, Mr. Nilesh Kumar Banka shall also act as the Key Managerial Personnel of the Company.

Brief details as per the requirement of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 is enclosed herewith as "Annexure - IX".

10. Appointment of M/s P B & Associates as Secretarial Auditor for Financial Year 2024-25

M/s P B & Associates, Practicing Company Secretaries are appointed as a Secretarial Auditor of the Company for Financial Year 2024-25;

Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III relating to the aforesaid is enclosed as an **Annexures- X**

11. Resignation of Kannabiran Navakumar (Din: 01678415) from the post of directorship

Mr. Kannabiran Navakumar has resigned as Director from the Board of the Company with effect from 25.04.2025, due to personal and unavoidable circumstances.

He has confirmed that there are no material reasons for his resignation other than mentioned in his resignation letter.

The details as required under the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given in the **Annexure-XI**.

12. Change in Designation of Mr. Dinesh Raj from Director to Joint Managing Director of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, unanimously approved the following:

Appointment of Mr. Dinesh Raj (DIN: 07113950), currently Executive Director of the Company, as the Joint Managing Director (Designate) effective 1st May, 2025 to hold office up to 30th April, 2030, subject to the approval of the shareholders.

The details as required under the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given in the **Annexure-XII**

We hereby affirm that Mr. Dinesh Raj is not debarred from holding office by virtue of any order of SEBI or any other authority.

13. To consider and approve the remuneration (5 lakhs each and along with other Perquisites) and further allotment of equity shares worth ₹2.5 Crores each (at face value ₹10) to Mr. B. Sathya Prakash and Mr. Dinesh Raj, to be allotted as part of the remuneration over a period of three years, in recognition of their contributions and continued involvement.

The Nomination and Remuneration Committee, at its meeting held today, approved the allotment of 25,00,000 (Twenty-Five Lakh) fully paid-up equity shares of the Company, having a face value of ₹10/- each to Mr. B. Sathya Prakash and Mr. Dinesh Raj as **Sweat Equity**, as part of their remuneration.

The disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated July 13, 2023, is enclosed as **Annexure - XIII** and the details as required under the Regulation 10(c) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Notification for issue of shares is enclosed as **Annexure - XIII**.

14. The Record Date for Postal Ballot will be 06-05-2025 (Tuesday) and Book Closure Period will be 06-05-2025 to 10-05-2025

15. The Postal Ballot will start from 30th April 2025 and ends on 29th May 2025

16. Appointment of M/s P B and Associates as Scrutinizer to this Postal Ballot

The meeting commenced at 15:00 P.M and concluded at 18:40 PM

This is for your information and records.

Thanking You,
Yours faithfully,
For ZINEMA MEDIA AND ENTERTAINMENT LIMITED

B. SATHYA PRAKASH
MANAGING DIRECTOR
DIN: 01786634

Enclosed: as stated above

List of Proposed Allottee's

Seria I No.	Names	Shares to be allotted	Maximum Amount to be invested.
1.	Dipankar Chatterjee	2,50,000	25,00,000
2.	Entertrain Media Private Limited	15,00,000	1,50,00,000
3.	Grace Jenifer	5,00,000	50,00,000
4.	M Kiran Kumar	15,00,000	1,50,00,000
5.	Lords & Partners Property Management Service Private Limited	15,00,000	1,50,00,000
6.	C. Bharath Kumar Jain	3,00,000	30,00,000
7.	Nova Life Space Private Limited	10,00,000	1,00,00,000
8.	Oasys Cybernetics Pvt. Ltd	5,00,000	50,00,000
9.	MI Lifestyle Marketing Global Private Limited	10,00,000	1,00,00,000
10.	Rajesh Chowdary	7,50,000	75,00,000
11.	B. Sathya Prakash	75000	7,50,000

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12.	Dinesh Raj	75000	7,50,000
13.	Sebin AV	1,00,000	10,00,000
14.	Moolchand Sivaraji	2,00,000	20,00,000
15.	C.R.Vasudevan	10,00,000	1,00,00,000
16.	Prakash Kumar Bhagchand	7,50,000	75,00,000
	TOTAL	1,10,00,000	11,00,00,000

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Annexure-3B

**Disclosure in terms of Regulation 30 of the SEBI Listing Regulations read
with the SEBI Disclosure Circular**

Sl. No.	Particulars	Description
	Type of securities proposed to be issued	Equity Shares, having face value of Rs. 10/- each
	Type of issuance (further public offering, Preferential allotment on a private rights issue, depository receipts placement basis in accordance with the (ADR/GDR), qualified institutions provisions of the Companies Act, 2013 placement, preferential allotment etc.);	Preferential Allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") and other applicable laws. The Preferential Issue will be undertaken for cash consideration.
	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	1,10,00,000 Equity Shares of Face Value of Rs. 10/- each
	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	
	Name of the Investors	As per Annexure A
	Post allotment of Securities – outcome of subscription, Issue Price/Allotted Price (in case of Convertibles)	Issue Price of Rs 10/- per Equity Share
	Number of Investors	As per Annexure A

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	In case of convertibles-intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable
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Annexure -VII

The details as required under Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Particulars	Mr. Dinesh A has been appointed on the position of Chief Financial Officer (CFO), (Key Managerial Personnel) of the Company.
Reason for appointment, change viz. resignation, removal, death or otherwise	Appointment
Date of Appointment	01-05-2025
Brief Profile	Having vast experience in Auditing and Accounting Field Since 2004, a family member of M/s. N. Anbalangan & Co, Chartered Accountant, Trichy and lead various audit assignments during CA – Articleship Training at M/s. R.Subramanian & Co, Chartered Accountants, Chennai. during 2008 – 2012. A detail corporate oriented expertise in the field of Audit and Statutory Compliances, Have started full time Audit and Financial Consultant in the year of 2012, to helping businesses optimize their tax strategies and maintaining regulatory compliances. Major role plays in the following areas throughout the corporate and various individual clients Statutory and Internal audits of Limited companies, Partnership firms and sole Proprietary concerns.
Disclosures of relationships between directors	Not Applicable

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Annexure -VIII

The details as required under Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Particulars	Shivani Marda	Uma Maheswari
Reason for appointment, change viz. resignation, removal, death or otherwise	Mrs Shivani Marda (Din No: 10801046) as a Non-Executive Independent Director	Mrs Uma Maheswari (Din No: 08597408) as a Non-Executive Independent Director
Date of Appointment	01-05-2025	01-05-2025
Brief Profile	Uma Maheswari is a finance professional with a postgraduate degree in Finance from Anna University and extensive experience in the wealth management domain. During her tenure at Bajaj Capital, she demonstrated leadership skills by heading branch operations, where she gained valuable insights into financial advisory services and client relationship management. With her strong financial background, Uma has successfully transitioned into entrepreneurial ventures. She has served as an investor and director at Arka Ecomm Private Limited, a technology company that pioneered the digitization of commercial equipment parts and services requirements, streamlining procurement processes for businesses. Currently, Uma holds the position of Director at Furniture Panda Private Limited, an innovative end-to-end ecommerce platform that connects furniture manufacturers directly with consumers, eliminating intermediaries and offering quality products at competitive prices. Her diverse experience spanning	CS Shivani Marda is a Member of the Institute of Company Secretaries of India. She is also a bachelor's degree holder in Commerce from university of Calcutta and brings over four years of experience in the field of Corporate Law.

	wealth management, technology, and ecommerce demonstrates her versatility and business acumen. Uma's career trajectory showcases her ability to identify market opportunities and implement strategic business solutions across various sectors.	
Disclosures of relationships between directors	Not Applicable	Not Applicable

Annexure -IX

The details as required under Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Particulars	Nilesh Kumar Banka
Reason for appointment, change viz. resignation, removal, death or otherwise	Appointment of Ms. Rupal Kalsi as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company
Date of Appointment	01-05-2025
Brief Profile	He is an Associates member of Institute of Companies Secretaries India and B. Com graduate.
Disclosures of relationships between directors	Not Applicable

Annexure - X

Details required pursuant to Para A of Part A of Schedule III of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, concerning the Appointment of Secretarial Auditor.

Particulars	P B & Associates
Reason for appointment, change viz. resignation, removal, death or otherwise	Appointment of P B & Associates, Practicing Company Secretaries, Kolkata as Secretarial Auditors of the Company.
Date of Appointment	01-05-2025
Brief Profile	Ms Payal Bafna proprietor of P B & Associates is Company Secretary in Whole Time Practice based in Kolkata. She

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	provide consultancy for various Secretarial matters, Corporate Restructuring, Mergers and Amalgamation, Corporate Disputes and NCLT Matters, SME Listing, Capital Market Advisory and all types of Company Law related compliances. She also deals with NBFC & ROC allied matters
Disclosures of relationships between directors	Not Applicable

Annexure -XI

The details as required under Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Particulars	Mr. Kannabiran Navakumar resigned from the post of Independent Director
Reason for appointment , change viz. resignation, removal , death or otherwise	Resignation
Date of Cessation	25.04.2025
Brief Profile	Not Applicable
Disclosures of relationships between directors	Not Applicable

Annexure -XII

The details as required under Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Particulars	Change in Designation of Mr. Dinesh Raj from Director to Joint Managing Director
Reason for appointment , change viz. resignation, removal , death or otherwise	Change in Designation of Mr. Dinesh Raj from Director to Joint Managing Director
Date of appointment	01.05.2025
Brief Profile	Embarking early on a professional career, he commenced his journey with HDFC Bank, marketing their financial products and wealth management Transitioning towards an entrepreneurial path, he established Quanta-G—an innovative marketing and experiential enterprise. For

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	<p>nearly a decade, the company forged impactful alliances with esteemed brands like Tata Motors, Mahindra, Airtel, etc., building marketing strategies, orchestrating activations, events and pioneering rural marketing initiatives across the expansive landscape of South India.</p> <p>In 2014, he achieved a remarkable feat by creating the Guinness World Record for the world’s largest human national flag formation with approximately 50,000 individuals. The momentous event, christened "My Flag My India," served the larger purpose of raising awareness and generating funds for Rotary India's tireless campaign to maintain a polio-free nation. This extraordinary Guinness achievement stands as a testament to both personal accomplishment and national pride.</p> <p>He founded, conceptualized, and launched the pinnacle of global futsal leagues—Premier Futsal. Pioneering the landscape of sports startups in India, Premier Futsal redefined the futsal experience by seamlessly integrating internationally renowned football legends, global futsal players with local talents.</p> <p>Endorsed by AFC and Dubai Sports Council, Premier Futsal garnered an extensive viewership— surpassing 150 million spectators worldwide. The league boasted esteemed brand ambassadors including Virat Kohli as the Founding Ambassador, Luis Figo as Founding President, and Futsal Falcao as Vice President. Biggest football superstars involved - Ronaldinho, Ryan Giggs, Paul Scholes, Michael Salgado, Deco, Hernan Crespo and Cafu, and endorsed by famous Indian celebs - AR Rahman, Rana Daggubatti, Tiger Shroff, Puneet Rajkumar, Arya and Sunny Leone.</p> <p>He currently serves as Director of publicly listed entity, Zinema Media and Entertainment Limited.</p> <p>He is also an advisor for sports properties across the globe like Lanka Premier League, Asia beach football, World Intercontinental Futsal Cup, etc.</p>
Disclosures of relationships between directors	Not Applicable

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Annexure - XIII

Disclosures as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated July 13, 2023

Sr. No.	Particulars	Details
1	Brief details of options granted Mr. B. Sathya Prakash and Mr. Dinesh Raj	50,00,000 (Fifty Lakhs Only) Options each face value of Rs 10/- to Mr. B. Sathya Prakash and Mr. Dinesh Raj as Sweat Equity , as part of their remuneration. as determined by the Nomination and Remuneration Committee under the Sweat Equity Scheme allotted over a period of 3 years
2	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes, Sweat Equity Scheme is in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
3	Total number of shares covered by these options	50,00,000 (Fifty Lakhs Only) equity shares of face value of Rs. 10/- each fully paid-up of the Company
4	Pricing Formula	Tranche 1 → At Par Tranche 2 → 1/3rd value of market Price as on the date of vesting Tranche 3 → 1/3rd value of market Price as on the date of vesting
5	Vesting of Options	1/3 of the options granted shall vest on completion of one year from the date of grant. 1/3 of the options granted shall vest on completion of two years from the date of grant. 1/3 of the options granted shall vest on completion of three years from the date of grant.
6	Time within which option may be exercised	4 years from the date of vesting
7	Options exercised	50,00,000 Equity Shares
8	Money realized by exercise of options;	Rs. 5,00,00,000/- (Face Value of Rs. 10/- each)
9	The total number of shares arising as a result of exercise of option	Equity Shares
10	Options lapsed	NA
11	Variation of terms of options	NA
12	Brief details of significant terms	The total number of Options to be granted under the Sweat Equity Scheme shall not

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		exceed Rs 5,00,00,000 (Five Crores).
13	Subsequent changes or cancellation or exercise of such options	NA

Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of the LODR Regulations

2.1. Issuance of securities

A	Type of securities proposed to be issued	Equity Shares of Rs.10/- each
B	Type of issuance	Sweat Equity Allotment
C	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	50,00,000 Equity Shares

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