

February 16, 2026

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 the board meeting and disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

This is to inform you that the Board of Directors (“the Board”) of Zinema Media and Entertainment Limited (“the Company”) at its meeting held today i.e. Monday 16th February, 2026 has inter-alia transacted the following business items:

1. The Board authorized Mr. Sathya Prakash, Managing Director, and Mr. Dinesh Raj, Joint Managing Director, to execute documents and enter into any agreements with intermediaries and other agencies related to the fund raise, on behalf of the Company.
2. Issuance and allotment of 50,00,000 Equity Shares for non-cash consideration as Sweat Equity Shares to Mr. Baskaran Sathya Prakash, Promoter & Managing Director and Mr. Dinesh Raj, Joint Managing Director of the Company in accordance with the provisions of Chapter IV of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The requisite details are enclosed herewith as “Annexure - 1”
3. The Board considered and approved the proposal for issuance of 10,000 (Ten Thousand) equity shares of the Company of face value Rs.10/- each to M/s Tulsea Media Private Limited, on a preferential basis, for consideration other than cash, aggregating to Rs.1,00,000/- (Rupees One Lakh Only), against services rendered to the Company, in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other

ZINEMA MEDIA & ENTERTAINMENT LIMITED

Registered Office – New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Raja Annamalaipuram, Chennai: 600028

CIN: L24241TN1984PLC096136

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

website: www.zinema.co.in

applicable laws, subject to approval of the shareholders of the Company and other applicable statutory and regulatory approvals. The requisite details are enclosed herewith as “**Annexure - 2**”.

4. The Board of Directors of the Company has approved the increase in the authorised share capital of the Company from 8,00,00,000/- (Rupees Eight Crore only) divided into 80,00,000 (Eighty Lakh) equity shares of Rs.10/- (Rupees Ten only) each to Rs.45,00,00,000/- (Rupees Thirty Five crore only) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten only) each. The proposed increase in the authorised share capital is subject to the approval of shareholders by way of an Ordinary Resolution and consequential amendment to the Capital Clause of the Memorandum of Association of the Company.

The matters as stated above are subject to approval of members of the company.

These are also being uploaded on the company’s website at www.zinema.co.in

The Meeting of the Board of Directors commenced at 18:00P.M. and concluded at 19:00P.M.

The remaining agenda items could not be completed for want of time and the Board has agreed to address the pending items in the subsequent meeting to be scheduled shortly, date of which will be announced shortly.

You are requested to kindly take the above information on records.

Thanking you,

Yours Faithfully,

For **ZINEMA MEDIA AND ENTERTAINMENT LIMITED**

RAVEENA AGARWAL
COMPANY SECRETARY & COMPLIANCE OFFICER

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The details as required under SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023 with respect to issuance of securities is enclosed.

Additional information as required under Regulation 30 of the SEBI Listing Regulations read with the SEBI master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, regarding the aforesaid announcements are enclosed.

Annexure - 1

Details of the issue of Sweat equity shares:

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued	Equity Shares
2	Type of Issuance	Sweat Equity Shares
3	Total Number of Securities proposed to be issued or the total amount for which the securities will be issued (approximately)	50,00,000 (Fifty Lakhs only) Equity Shares having a face value of Rs.10/- (Rupees ten Only) for non-cash consideration as Sweat Equity Shares.

Details of Allotment:

Sr. No.	Name of the Proposed Allottee(s)	No. of Equity Shares to be Allotted	Category of Allottee (s)	Issue Price/Allotment Price
1	Mr. Baskaran Sathya Prakash (Managing Director)	25,00,000	Promoter Group	Non-cash consideration is being proposed in recognition of the value additions made by Mr. Baskaran Sathya Prakash and Mr. Dinesh Raj as well as their continued contributions during their ongoing association with the Company.
2	Mr. Dinesh Raj (Joint Managing Director)	25,00,000	-	
Total		50,00,000		

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Annexure - 2

Details of the issue of equity shares of M/s Tulsea Media Private Limited offered by way of Preferential Issue:

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued	Equity Shares
2	Type of Issuance	Preferential Issue
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	10,000 equity shares
4	In case of preferential issue the listed entity shall disclose the following additional details to the Stock Exchange(s):	As per List Attached
	i. Names of Investor(s)	
	ii. Post allotment of securities – outcome of the subscription, issue price	The Issue Price of the equity shares is Rs. 10/- determined as per the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted	Amount (Rs)
Tulsea Media Private Limited	Non - Promoter	1,00,000	10,00,000

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